

634278

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

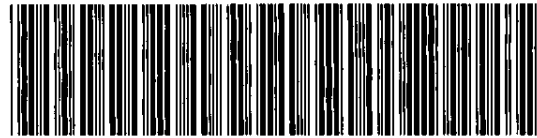
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200236776752

07/18/12--01001--009 **35.00

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JUL 17 PM 4:49

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 JUL 19 PM 4:20

Amended + Restated

JUL 19 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Altrua Global Solutions, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Connie Shivers, C.P.

Name of Contact Person

Penson Law Firm, P.A.

Firm/ Company

1435 East Piedmont Drive, Suite 101

Address

Tallahassee, Florida 32308

City/ State and Zip Code

chs@pendd.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Connie Shivers

Name of Contact Person

at (850) 561-8000

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2012

CONNIE SHIVERS, C.P.
PENSON LAW FIRM, P.A.
1435 E PIEDMONT DR STE 101
TALLAHASSEE, FL 32308

SUBJECT: ALTRUA GLOBAL SOLUTIONS, INC.
Ref. Number: 634278

We have received your document for ALTRUA GLOBAL SOLUTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 112A00019040

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

ALTRUA GLOBAL SOLUTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUL 19 PM 4:20

I, MELODE J. SMELKO, President of Altrua Global Solutions, Inc., being duly authorized, hereby execute this document for the purpose of amending and restating the Articles of Incorporation (as amended) of Altrua Global Solutions, Inc., originally known as Altrua Investments International Corporation.

ARTICLE I: NAME

The name of this corporation shall be:

ALTRUA GLOBAL SOLUTIONS, INC.

The principal place of business of this corporation shall be 3255 Hartsfield Road, Tallahassee, Florida 32303, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be P.O. Box 4106, Tallahassee, Florida 32315. The annual meeting of the stockholders shall be held at the place designated by the Board of Directors or by the Shareholders.

ARTICLE II: NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of Florida upon business corporations as fully and to the same extent as natural persons might or could

do in all parts of the world.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III: MAXIMUM SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of a One Dollar (\$1.00) par value. The Board of Directors or Shareholders (exclusive of Board of Directors) may establish and determine various or separate classes or categories of stock which shall be set forth in the by-laws of this corporation.

The consideration to be paid for each share shall be fixed by the Board of Directors or by the Shareholders.

ARTICLE IV: VOTING

At each meeting of the shareholders of this corporation, the presence in person or by proxy of the holders of a majority in number of the issued and outstanding shares of stock shall be necessary

to constitute a quorum for the transaction of any business. The affirmative vote of a majority represented at the meeting shall be necessary to adopt any resolution, carry any motion, or take any corporate action, including election of director, which requires the vote of the shareholders. Voting is by number of shares; i.e., one vote per each share.

ARTICLE V: DURATION

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE VI

The number of directors of this corporation, if a Board of Directors is elected, shall be no less than one (1) and no more than five (5) to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors, none of whom need be stockholders of the corporation. They shall be elected by a majority of the stockholders present and participating at the annual meetings of the corporation to be held as prescribed by the by-laws and shall hold office after their election until their respective successors are duly elected and qualified.

The corporation intends to elect to become a subchapter "S" corporation under the Internal Revenue Code and shall be governed by the provisions thereof.

The original by-laws of this corporation shall be made, prepared and adopted by the Shareholders of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors or by the Shareholders in the absence of a Board at any regular meeting of said Shareholders or at any special meeting for which said meeting is called by a majority

of the Shareholders or directors present. The Shareholders shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid in); and the corporation may, by and through its Board of Directors or Shareholders, purchase, sell and trade in the bonds or other obligations of this corporation or in the shares of its capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction in the manner provided by law of the corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction and shall not be reissued, except as provided by law.

The Shareholders shall elect officers of this corporation, who shall consist of the President, who shall be a director, a Secretary, a Vice President, a Treasurer and a Chief Financial Officer (CFO), and such other further officers as may be provided by resolution of the Shareholders. None of these officers are required to be a stockholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified, unless it is provided by the by-laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Shareholders shall be prescribed by the by-laws or resolution of the Shareholders.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any

person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

Each officer and director of the corporation shall disclose to the Shareholders his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

ARTICLE VII: INDEMNIFICATION

The Shareholders are authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Shareholders may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's by-laws and shall not deviate therefrom without amending said by-laws.

ARTICLE VIII: ADDITIONAL SHARES

The corporation shall have the power to grant to the stockholders of record at the time of

issuance of any additional stock beyond the originally authorized maximum number of One Thousand (1,000) shares hereinbefore provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for sale at the "stated" or fixed value thereof before there shall be an offer to sell said new stock to persons other than said stockholders. The terms and other details of such offer, including the time of its acceptance and the manner of payment shall be determined by the Shareholders.

ARTICLE IX: SALE OF SHARES

The corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details hereof shall not affect the rights of third parties without actual knowledge thereof, unless such provision shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XI: PRESENT OFFICERS

The name and post office address of the Officers of the corporation who shall hold office until their successors are elected or appointed and have qualified, are as follows:

MELODE J. SMELKO	President/Treasurer/Secretary
ALBERT STEPHEN SMELKO	Chief Financial Officer

ARTICLE XII: REGISTERED AGENT

ALBERT C. PENSON is designated as the corporation's agent to accept service of process

within Florida. The street address of the initial registered agent for this corporation shall be 1435 East Piedmont Drive, Suite 101, Tallahassee, Florida 32308, and the registered agent at such address is ALBERT C. PENSON.

ARTICLE XIII: CAPITALIZATION

The amount of capital with which the corporation began business was Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereunto set my hands and seal this 17 day of July, 2012.


MELODE J. SMELKO, President

CERTIFICATE OF SHAREHOLDER APPROVAL

On July 16, 2012, a majority of the shareholders of Altrua Global Solutions^{, Inc.} met, approved and adopted the Amended and Restated Articles of Incorporation of Altrua Global Solutions, Inc.

The number of votes cast by the shareholders for the amended and restatement was sufficient for approval.


MELODE J. SMELKO, President