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## **COVER LETTER**

TO: Amendment Section Division of Corporations	1
SUBJECT: American Pow	ver Group, Inc. of Iowa
DOCUMENT NUMBER: F090000	1837
The enclosed Amendment and fee are submitted	ed for filing.
Please return all correspondence concerning the	his matter to the following:
Sandra Batt Name of Contact Person	
American Power Group, Inc.	
T mil/company	
PO BOX 187 Address	
Algona, IA 50511	
Algona, IA 50511 City/State and Zip Code	
sbatt@americanpowergroup E-mail address: (to be used for future annual	report notification)
For further information concerning this matter	r, please call:
Sandra Batt Name of Contact Person	at ( 515 ) 395-1360 Area Code & Daytime Telephone Number
Enclosed is a check for the following amount:	
\$35.00 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)
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 Fallahassee, FL 32301

# PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

	·
	SECTION I (1-3 MUST BE COMPLETED)
	(1-3 MUST BE COMPLETED)
	(Document number of corporation (if known)
	SEE A D
1.	American Power Group, Inc. of Iowa
	(Name of corporation as it appears on the records of the Department of State)
2.	lowa 3. 05/05/09 (Incorporated under laws of) (Date authorized to do business in Florida)
	(Incorporated under laws of) (Date authorized to do business in Florida)
	•
	SECTION II (4-7 COMPLETE ONLY THE APPLICABLE CHANGES)
	. (4-7 COMITETE ONE) THE AT EleABER CHANGES
4.	If the amendment changes the name of the corporation, when was the change effected under the laws of
	its jurisdiction of incorporation?7-30-09
5.	M & R Development, Inc.  (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or
	(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
	. M & R Development, Inc. of Iowa
	(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6.	If the amendment changes the period of duration, indicate new period of duration.
	(New duration)
7.	If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
	(New jurisdiction)
8.	Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.
	Muchael & Dekitz
•	(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
	Michael A. Schiltz  Vice President  (Title of person signing)

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## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION AMERICAN POWER GROUP, INC.

#### TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Sections 490.1001 and 490.1003 of the lowa Code, the undersigned Corporation adopts the following amendment to the Corporation's Articles of Incorporation:

- 1. The current name of the corporation is American Power Group, Inc.
- The following amendment shall be made:

The text of Article 1 of the Articles of Incorporation shall be deleted and the following substituted in lieu thereof:

"The name of the corporation is M & R Developmentine. ("Corporation")."

- The date of adoption of the amendment was July 20, 2009. 3.
- The amendment was approved by the members of the Corporation in accordance with Chapter 490 of the Iowa Code.

The effective time and date of this document is the date of its filing with the Iowa Sccretary of State.

AMERICAN POWER GROUP, INC.

#### ACTION BY CONSENT OF SHAREHOLDERS AND DIRECTORS OF AMERICAN POWER GROUP, INC.

Pursuant to Sections 704 and 821 of the Iowa Business Corporation Act, which authorize the Shareholders and Directors of a Corporation to take action without a meeting or vote if the action is taken by all members of the Board, and the action is evidenced by one or more written consents describing the action taken, signed by the holders of outstanding shares having not less than ninety percent (90%) of the votes entitled to be east at a meeting at which all shares entitled to vote on the action were present and voted, and signed by each Director, and such consents are included in the minutes or filed with the corporate records reflecting the action taken, the following resolutions and actions are hereby adopted by the Shareholders and Directors of the above-named corporation (hereafter referred to as the "Corporation"):

WHEREAS, the Shareholders and Directors of the Corporation have determined it to be in the best interests of the Corporation to sell substantially all of the assets of the Corporation to GreenMan Alternative Energy, Inc., and Iowa corporation (the "Buyer"), and in connection with such sale, to execute, accept and/or enter into a certain Asset Purchase Agreement (the "Asset Purchase Agreement") and certain related documents (such related documents, together with any and all other documents executed in connection with the sale of assets referred to herein, are hereafter collectively referred to as the "Collateral Documents"), all of which documents set forth and relate to the terms and conditions of such sale; and

WHEREAS, draft copies of the proposed Asset Purchase Agreement and of the proposed Collateral Documents have been circulated to the Shareholders and the Directors.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Asset Purchase Agreement be and hereby are ratified, affirmed, approved and authorized in all respects: and that the appropriate officers of the Corporation, or their duly elected or appointed successors in office, be and hereby are authorized, empowered and directed in the name and on behalf of the Corporation, to execute and deliver the Asset Purchase Agreement, in substantially the form heretofore presented, or in such form with such changes, additions, deletions and modifications as they may, in their absolute discretion, approve for the purpose of carrying out the intents and purposes of the Asset Purchase Agreement, the Collateral Documents and these resolutions, such execution and delivery to be conclusive evidence of their approval and of the authorization and approval of the Shareholders, the Directors and the Corporation; and

RESOLVED FURTHER, that the form, terms and provisions of the Collateral Documents be and hereby are ratified, affirmed, approved and authorized in all respects; and that the appropriate officers of the Corporation, or their duly elected or appointed successors in office, be and hereby are authorized, empowered

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and directed in the name and on behalf of the Corporation, to execute and deliver such Collateral Documents, in substantially the form heretofore presented, or in such form with such changes, additions, deletions and modifications as they may, in their absolute discretion, approve for the purpose of carrying out the intents and purposes of the Asset Purchase Agreement, the Collateral Documents and these resolutions, such execution and delivery to be conclusive evidence of their approval and of the authorization and approval of the Shareholders, the Directors and the Corporation; and

RESOLVED, FURTHER, that the appropriate officers of the Corporation, or their duly elected or appointed successors in office, be, and hereby are authorized, empowered and directed to take such further actions and execute and deliver such further instruments and documents as they may, in their absolute discretion, deem necessary or appropriate to effectuate and carry out the intents and purposes of these resolutions and to otherwise consummate the transactions referred to herein, such execution and delivery to be conclusive evidence of their approval and of the authorization and approval of the Shareholders, the Directors and the Corporation; and

RESOLVED FURTHER, that the Articles of Incorporation for American Power Group be amended to change the name of the corporation to ... M & R Development ... Inc."

RESOLVED FURTHER, that the Shareholders and Directors hereby ratify, authorize, approve and confirm in all respects any and all documents heretofore executed and any and all acts, conduct and transactions heretofore undertaken on behalf of the Corporation in connection with the transactions referred to herein, or otherwise intended to effectuate and carry out the intents and purposes of these resolutions.

The undersigned, constituting all of the Shareholders and Directors of the Corporation, hereby waive notice of the actions described in the foregoing resolutions and further consent to, ratify and confirm, such actions, such waiver, consent, ratification and confirmation to be effective as of July 20, 2009.

Rick L. Kremer

FILED

| OWA |
| Michael A. Schiltz |
| Secretary of State |
| Color |
| Rick L. Kremer |
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