

FD9000001837

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2009 DEC 15 A 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Thurs
12-16-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Power Group, Inc. of Iowa
Name of Corporation

DOCUMENT NUMBER: FO9000001837

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sandra Batt

Name of Contact Person

American Power Group, Inc.

Firm/Company

PO BOX 187

Address

Algona, IA 50511

City/State and Zip Code

sbatt@americanpowergroupinc.com

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

For further information concerning this matter, 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

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\$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

FILED
2009 DEC 15 A 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(e)

F0900000 1837

Vice President
(Title of person signing)

378766

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

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Sections 490.1001 and 490.1003 of the Iowa 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.
2. The following amendment shall be made:

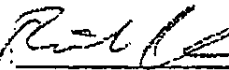
The text of Article 1 of the Articles of Incorporation shall be deleted and the following substituted in lieu thereof:

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

3. The date of adoption of the amendment was July 20, 2009.
4. 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 Secretary of State.

AMERICAN POWER GROUP, INC.

By: 
Rick Kromer, President

**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 cast 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

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

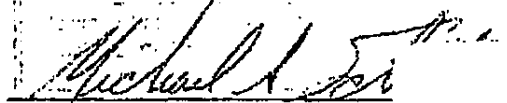
RESOLVED FURTHER, that the Articles of Incorporation for American Power Group be amended to change the name of the corporation to "M & R Development, Inc."

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.

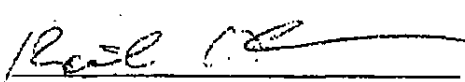
The undersigned, constituting all of the Shareholders and Directors of the Corporation, hereby waive notice of the actions described in the foregoing resolutions and further consent to, ratify and confirm, such actions, such waiver, consent, ratification, and confirmation to be effective as of July 20,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

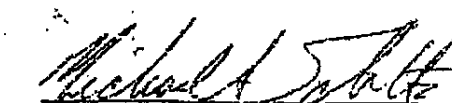
SHAREHOLDERS:


Rick L. Kremer


Michael A. Schiltz

DIRECTORS:


Rick L. Kremer


Michael A. Schiltz

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SECRETARY OF STATE

7-30-09
11:39am
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