

F14 000000 358

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S. TALLENT

FEB 28 2020

2020 FEB 26 PM 2:52

Foreign
Profit
Amend



2020 FEB 26 AM 10:44

FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2020

MICHELE LYERLA
AMERICAN VETERAN ENVIRONMENTAL SERVICES,
322 TRIESTE BLVD.
PANAMA CITY, FL 32407

SUBJECT: AMERICAN VETERAN ENVIRONMENTAL SERVICES, INC.
Ref. Number: F14000000358

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

FOR ITEM #4, THE FILING DATE IS SHOWN AS 01/03/2020. PLEASE AMEND YOUR DOCUMENT ACCORDINGLY.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 120A00003190



AVESI, Inc.
A Woman Owned Small Business

AVESI, Inc.
Michele Lyerla, President
322 Trieste Blvd
Panama City Beach, FL 32407
618.795.1619
michelelyerla@avesi-usa.com

January 13, 2020

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

To whom it may concern,

We at American Veteran Environmental Services, Inc., a Delaware corporation, would like to make the following structural updates to the named corporation above:

1. Change the corporation name from American Veteran Environmental Services, Inc. to **AVESI, Inc.**
2. Corporation address change from:

2534 Shawnee
Springfield, IL 62702
to
322 Trieste Blvd.
Panama City Beach, FL 32407

3. Change or Ownership from:

Ronald Broccardo
to
Michele Lyerla

Attached to this letter you will find:

- **FL Form CR2E019 (04/15) For Profit Corporation**
- **A check for \$43.75 for the filing fee and Certificate of Status**
- **The State of Delaware Certificate of Amendment of Certificate of Incorporation**
- **AVESI, Inc Corporate By Laws (if Needed)**

If you have any additional questions please contact:

Michele Lyerla
(618.795.1619)

Sincerely,

A handwritten signature in black ink, appearing to read "Michele Lyerla", with a stylized flourish at the end.

Michele Lyerla, President/CEO/Owner
AVESI, Inc.

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)

F14000000358

(Document number of corporation (if known))

2020 FEB 26 PM 2:52

1. American Veteran Environmental Services, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. February 21, 2014

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 3, 2020

5. AVESI, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

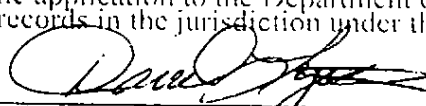
6. If the amendment changes the period of duration, indicate new period of duration.

(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.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David Lyerla

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of _____
AMERICAN VETERAN ENVIRONMENTAL SERVICES INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " I _____ " so that, as amended, said Article shall be and read as follows:

Article I: The name of the corporation is: AVESI INC.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 30 day of December, 2019.

By: /s/ Michele Lyerla

Authorized Officer

Title: President

Name: Michele Lyerla

Print or Type



AVESI, Inc.

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AVESI INC. CORPORATE BYLAWS

Corporate Bylaws of AVESI, Inc., a corporation incorporated under the laws of the State of Delaware Corporate Office and Registered Agent. The board of directors has the power to determine the location of the corporation's principal place of business and registered office that need not be the same location. The board of directors also has the power to designate the corporation's registered agent, who may be an officer or director.

Date, Time, and Place of Shareholders Annual Meeting

The annual shareholders meeting will be held on February 1, at 7:00 o'clock p.m., at the offices of the corporation located at 322 Trieste Blvd., Panama City Beach, FL 32407. This meeting is for the purpose of electing directors and for transacting any other necessary business. If this day is a legal holiday, the meeting will be held on the next day.

Shareholders Special Meetings

Special meetings of the shareholders may be called at any time and for any purpose. These meetings may be called by either the president or the board of directors or upon request of 25 percent of the shareholders of the corporation. The request for a special meeting must be made in writing that states the time, place, and purpose of the meeting. The request should be given to the secretary of the corporation who will prepare and send written notice to all shareholders of record who are entitled to vote at the meeting.

Place of Shareholders Meetings

The board of directors has the power to designate the place for shareholders meetings, unless a waiver of notice of the meeting signed by all shareholders designates the place for the meeting. If no place is designated, either by the board of directors or all of the shareholders, then the place for the meeting will be the principal office of the corporation.

Notice and Waivers of Shareholders Meetings

Written notice of shareholders meetings must be sent to each shareholder of record entitled to vote at the meeting. The notice must be sent no less than 30 days nor more than 5 days before the date of the meeting. The notice should be sent to the shareholder's address as shown in the corporate stock transfer book. The notice will include the place, date, and time of the meeting. Notices for special meetings must also include the purpose of the meeting. When notices are sent, the secretary of the corporation must prepare an Affidavit of Mailing of Notices. Shareholders may waive notice of meetings if done in writing, except that attendance at a meeting is considered a waiver of notice of the meeting.

Shareholders Entitled to Notice, to Vote, or to Dividends

For the purpose of determining which shareholders are entitled to notice, to vote at meetings, or to receive dividends, the board of directors may order that the corporate stock transfer book be closed for 10 days prior to a meeting or the issuance of a dividend. The shareholders entitled to receive notice, vote at meetings, or receive dividends are those who are recorded in the stock transfer book upon the closing of the book. Instead of closing the book, the board of directors may also set a Record Date. The shareholders recorded in the stock transfer book at the close of business on the Record Date will be entitled to receive notice, vote at meetings, or receive dividends. A list of shareholders entitled to receive notice, vote at meetings, or receive dividends will be prepared by the secretary when necessary and provided to the officers of the corporation. Every shareholder who is entitled to receive notice, vote, or receive dividends is also entitled to examine this list and the corporate stock transfer book.

Shareholders Quorum

A quorum for a shareholders meeting will be a majority of the outstanding shares that are entitled to vote at the meeting, whether in person or represented by proxy. Once a quorum is present, business may be conducted at the meeting, even if shareholders leave prior to adjournment.

Shareholders Voting

Each outstanding share of the corporation that is entitled to vote as shown on the stock transfer book will have one (1) vote. The vote of the holders of a majority of the shares entitled to vote will be sufficient to



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decide any matter, unless a greater number is required by the Articles of Incorporation or by state law. Adjournment shall be by majority vote of those shares entitled to vote.

Shareholders Proxies

At all meetings of shareholders, a shareholder may vote by signed proxy or by power of attorney. To be valid, a proxy must be filed with the secretary of the corporation prior to the stated time of the meeting. No proxy may be valid for over 11 months, unless the proxy specifically states otherwise. Proxies may always be revocable prior to the meeting for which they are intended. Attendance at the meeting by a shareholder for which a proxy has been authorized always revokes the proxy.

Shareholders Consent Resolutions

Any action that may be taken at a shareholders meeting may be taken instead without a meeting if a resolution is consented to, in writing, by all shareholders who would be entitled to vote on the matter.

Shareholders Cumulative Voting Rights

For the election of directors, each shareholder may vote in a cumulative manner, if desired. Cumulative voting will mean that if each shareholder has one (1) vote per director to be elected, the shareholder may vote all votes for a single director or spread the votes among directors in any manner.

Powers of the Board of Directors

The affairs of the corporation will be managed by the board of directors. The board of directors will have all powers available under state law, including, but not limited to: the power to appoint and remove officers, agents, and employees; the power to change the offices, registered agent, and registered office of the corporation; the power to issue shares of stock; the power to borrow money on behalf of the corporation, including the power to execute any evidence of indebtedness on behalf of the corporation; and the power to enter into contracts on behalf of the corporation.

Number of Directors and Term of Office

The number of directors will be as shown in the Articles of Incorporation and may be amended. The number is currently 3. Directors elected at the last annual meeting were:

Michele Lyerla CEO, President, Treasurer

David Lyerla Vice President, Secretary

Each director will hold office for 1 year and will be elected at the annual meeting of shareholders.

Date and Time of Annual Meeting of the Board of Directors

The annual board of directors meeting will be held on February 1, at 7:00 o'clock p.m., at the offices of the corporation located at 322 Trieste Blvd., Panama City Beach, FL 32407.

This meeting is for the purpose of appointing officers and for transacting any other necessary business. If this day is a legal holiday, the meeting will be held on the next day.

Place of Board of Directors Meetings

The board of directors has the power to designate the place for directors meetings. If no place is designated, then the place for the meeting will be the principal office of the corporation.

Special Meetings of the Board of Directors

Special meetings of the board of directors may be called at any time and for any purpose. These meetings may be called by either the president or the board of directors. The request for a special meeting must be made in writing that states the time, place, and purpose of the meeting. The request should be given to the secretary of the corporation who will prepare and send written notice to all directors.

Notice and Waivers of Board of Directors Meetings

Written notice of board of directors meetings must be sent to each director. The notice must be sent no less than 30 days nor more than 5 days before the date of the meeting. The notice should be sent to the director's address as shown in the corporate records. The notice will include the place, date, and time of the meeting.



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and for special meetings, the purpose of the meeting. When notices are sent, the secretary of the corporation must prepare an Affidavit of Mailing of Notices. Directors may waive notice of meetings if done in writing, except that attendance at a meeting is considered a waiver of notice of the meeting.

Board of Directors Quorum

A quorum for directors meetings will be a majority of the directors. Once a quorum is present, business may be conducted at the meeting, even if directors leave prior to adjournment.

Board of Directors Voting

Each director will have one (1) vote. The vote of a majority of the directors will be sufficient to decide any matter, unless a greater number is required by the Articles of Incorporation or state law. Adjournment shall be by majority vote.

Board of Directors Consent Resolutions

Any action that may be taken at a directors meeting may be taken instead without a meeting if a resolution is consented to, in writing, by all directors.

Removal of Directors

A director may be removed from office, with or without cause, at a special meeting of the shareholders called for that purpose.

Filling Directors Vacancies

A vacancy on the board of directors may be filled by majority vote of the remaining directors, even if technically less than a quorum. A director elected to fill a remaining term will hold office until the next annual shareholders meeting.

Salaries of Directors

The salaries of the directors will be fixed by the board of directors and may be altered at any time by the board. A director may receive a salary even if he or she receives a salary as an officer.

Fiduciary Duty of Directors

Each director owes a fiduciary duty of good faith and reasonable care with regard to all actions taken on behalf of the corporation. Each director must perform his or her duties in good faith in a manner that he or she reasonably believes to be in the best interests of the corporation, using ordinary care and prudence.

Number of Officers

The officers of the corporation will include a CEO, president, vice-president, treasurer, and secretary. Any two (2) or more offices may be held by the same person.

Appointment and Terms of Officers

The officers of the corporation will be appointed by the directors at the first meeting of the board of directors. Each officer will hold office until death, resignation, or removal by the board of directors.

Removal of Officers

Any officer may be removed by the board of directors, with or without cause. Appointment of an officer does not create any contract rights for the officer.

Filling Vacancies of Officers

A vacancy in any office for any reason may be filled by the board of directors for the unexpired term.

Filling Vacancies of Officers

The president is the principal executive officer of the corporation and is subject to control by the board of directors. The president will supervise and control all of the business and activities of the corporation. The president will preside at all shareholders and directors meetings, and perform any other duties as prescribed by the board of directors.

Duties of the Vice-President



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If the president is absent, dies, or is incapacitated, the vice-president will perform the duties of the president. When acting for the president, the vice-president will have all of the powers and authority of the president. The vice-president will also perform any other duties as prescribed by the board of directors.

Duties of the Secretary

The secretary will keep the minutes of all shareholders and directors meetings. The secretary will provide notices of all meetings as required by the bylaws. The secretary will be the custodian of the corporate records, corporate stock transfer book, and corporate seal. The secretary will keep a list of the addresses of all shareholders, directors, and officers. The secretary will sign, along with other officers, the corporation's stock certificates. The secretary will also perform any other duties as prescribed by the board of directors.

Duties of the Treasurer

The treasurer will be custodian of all corporate funds and securities. The treasurer will receive and pay out funds that are receivable or payable to the corporation from any source. The treasurer will deposit all corporate funds received into the corporate bank accounts as designated by the board of directors. The treasurer will also perform any other duties as prescribed by the board of directors.

Salaries of Officers

The salaries of the officers will be fixed by the board of directors and may be altered at any time by the board. An officer may receive a salary even if he or she receives a salary as a director.

Stock Certificates

Certificates that represent shares of ownership in the corporation will be in the form designated by the board of directors. Certificates will be signed by all officers of the corporation. Certificates will be consecutively numbered. The name and address of the person receiving the issued shares, the certificate number, the number of shares, and the date of issue will be recorded by the secretary of the corporation in the corporate stock transfer book. Shares of the corporation's stock may only be transferred on the stock transfer book of the corporation by the holder of the shares in whose name they were issued as shown on the stock transfer book, or by his or her legal representative.

Financial Matters

The board of directors will determine the accounting methods and fiscal year of the corporation. All checks, drafts, or other methods for payment shall be signed by an officer determined by resolution of the board of directors. All notes, mortgages, or other evidence of indebtedness shall be signed by an officer determined by resolution of the board of directors. No money will be borrowed or loaned by the corporation unless authorized by a resolution of the board of directors. No contracts will be entered into on behalf of the corporation unless authorized by a resolution of the board of directors. No documents may be executed on behalf of the corporation unless authorized by a resolution of the board of directors. A board of director's resolution may be for specific instances or a general authorization.

Loans to Officers or Directors

The corporation may not lend any money to an officer or director of the corporation unless the loan has been approved by a majority of the shares of all stock of the corporation, including those shares that do not have voting rights.

Amendments to the Bylaws

These bylaws may be amended in any manner by majority vote of the board of directors at any annual or special meeting. Any amendments by the board of directors are subject to approval by majority vote of the shareholders at any annual or special meeting.

Dated: January 1, 2020


Signature of Secretary of Corporation



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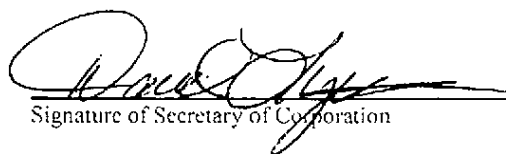
DAVID LYERLA
Printed Name of Secretary of Corporation

Approved by the Board of Directors on January 1, 2020


Signature of Chairperson of Board

David Lyerla
Printed Name of Chairperson of Board

Approved by the Shareholders on Directors on January 1, 2020


Signature of Secretary of Corporation

David Lyerla
Printed Name of Secretary of Corporation