

F210000006263

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

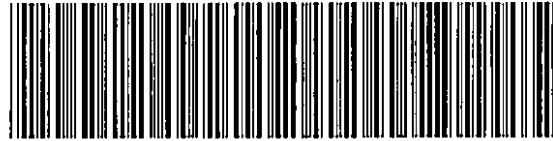
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500397423535

Amend

11/16/22--01004--017 ♦♦35.00

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2022 NOV 16 PM 12:22  
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2022 NOV 16 AM 8:53  
TALLAHASSEE, FL 32301

A. RAMSEY  
NOV 17 2022

**CORPORATE  
ACCESS,  
INC.**

*When you need ACCESS to the world*

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**WALK IN**

**PICK UP:** MISTY 11/16

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**FOREIGN INC AMEND**

1. **B&S USA INC.**

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

**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)**

F21000006263

(Document number of corporation (if known))

1. B&S USA Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3 October 28 2021  
(Incorporated under laws of) (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? \_\_\_\_\_
5. (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. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: ----- Florida, \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

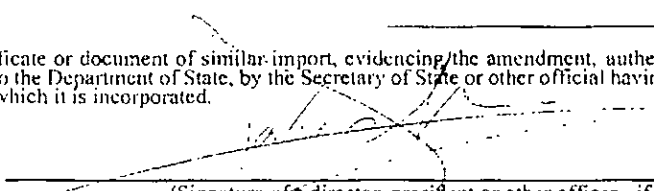
\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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9. If the amendment changes person, title or capacity in accordance with 607.1504 (-1), indicate that change:

| <u>Title/ Capacity</u> | <u>Address</u>            | <u>Type of Action</u>                      |
|------------------------|---------------------------|--|
| Treasurer/Secretary    | Niels Groen               |  |
|                        | 1000 NW 65 St Suite 301   | <input checked="" type="checkbox"/> Add    |
|                        | Fort Lauderdale, FL 33309 | <input type="checkbox"/> Remove            |
| Treasurer/Secretary    |                           |  |
| Director               | Peter Kruithof            |  |
|                        | 1000 NW 65 St Suite 301   | <input type="checkbox"/> Add               |
|                        | Fort Lauderdale, FL 33309 | <input checked="" type="checkbox"/> Remove |
|                        |                           | <input type="checkbox"/> Add               |
|                        |                           | <input type="checkbox"/> Remove            |
|                        |                           | <input type="checkbox"/> Add               |
|                        |                           | <input type="checkbox"/> Remove            |
|                        |                           | <input type="checkbox"/> Add               |
|                        |                           | <input type="checkbox"/> Remove            |

10. 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)

Tako de Haan

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE \$35.00

**JOINT WRITTEN CONSENT OF  
THE SOLE STOCKHOLDER AND DIRECTORS OF  
B&S USA INC.**

**As of September 23, 2022**

The undersigned, being the sole holder of the issued and outstanding shares of capital stock (the "**Stockholder**"), and the sole member of the board of directors (the "**Director**"), of B&S USA Inc., a Delaware corporation (the "**Company**"), acting in accordance with the authority contained in the Delaware General Corporation Law and the By-Laws and other governing documents of the Company, without a meeting, do hereby adopt, consent to and approve the following resolutions and each and every action effected thereby.

**1. DIRECTORS; OFFICERS.**

**BE IT RESOLVED**, that, in accordance with the terms of Article II, Section 9 of the By-Laws of the Company, the Stockholder hereby removes Peter Kruithof from the board of directors of the Company, effective as of the date of these resolutions, without any further action required on the part of any person (the "**Director Removal**");

**BE IT RESOLVED**, that, in accordance with the terms of Article III, Section 3 of the By-Laws of the Company, the Directors hereby remove Peter Kruithof from the offices of Secretary and Treasurer at the Company, together with any and all other officer or management positions he may hold at the Company as of the date hereof, effective as of the date of these resolutions, without any further action required on the part of any person (the "**Officer Removal**");

**FURTHER RESOLVED**, that, in accordance with the terms of Article III, Section 2 of the By-Laws of the Company, the Directors hereby elect the following person to fill vacancies caused by the Officer Removal, to the offices set forth opposite his name, until the next annual meeting of the Directors and until his successor(s) is/are duly elected and qualified to serve or until his earlier death, resignation or removal:

Niels Groen       -       Secretary and Treasurer

**3. GENERAL AUTHORITY.**

**BE IT RESOLVED**, that the proper officers of the Company (each, an "**Authorized Representative**") be, and hereby is, authorized, empowered and directed in the name of the Company and on its behalf to take any and all such additional actions and to execute and deliver any and all papers, agreements, instruments, certificates and documents, and to do all such other things, as he may deem necessary, appropriate or desirable to effectuate and carry out the purposes and intents of the foregoing resolutions, the necessity, appropriateness or desirability of which shall be conclusively evidenced by the taking of such actions or such execution and delivery, in order to carry out fully and promptly each of the foregoing resolutions and the intent and purpose thereof;

**FURTHER RESOLVED**, that all actions heretofore taken by or on behalf of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby in all respects, approved, adopted, ratified and confirmed;

**FURTHER RESOLVED**, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments

described in the foregoing resolutions shall in no manner derogate from the authority of the Directors and Stockholder to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and


**FURTHER RESOLVED,** that, without limiting any other resolution contained herein, the execution of this consent by the Stockholder and Directors may be in two or more counterparts and may be evidenced by way of a facsimile or portable document format (.pdf) transmission of such person's signature, or a photocopy of such facsimile or .pdf transmission, and such facsimile or .pdf signature shall be deemed to constitute the original signature of such person.

**[Signature Page Follows]**

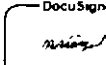
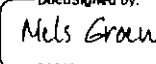

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above.

**STOCKHOLDER:**

B&S, B.V.

By:   
Name: Tako de Haan  
Title: Director, representing B&S Investments  
B.V., representing B&S International B.V.,  
representing B&S  
B.V.)

**DIRECTORS:**

  
17BB147DB44C4BE  
Maurice Riegel  
  
  
B358D509DCCA452  
Niels Groen  
  
  
C84C5552DE574E4  
Tako de Haan

[Signature Page – B&S USA Inc. (D&O Removal)]