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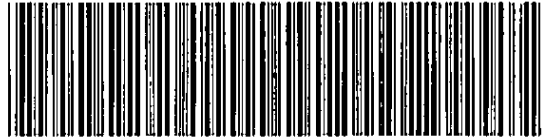
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
20 JAN 27 AM 10:57

FEB 25 2020

D CUSHING

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: PulseWave, LLC  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Steven L. Sample, Managing Member**

Name of Person

**PulseWave Biomass Ventures, LLC**

Firm/Company

**2806 SE 29th Street**

Address

**Ocala, FL 34471**

City/State and Zip Code

**steve@stevesample.com**

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

For further information concerning this matter, please call:

**Steven L. Sample**

Name of Person

at ( **352** )

Area Code

**427-6848**

Daytime Telephone Number

Enclosed is a check for the following amount:

- |  |  |  |  |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|--|--|--|

**Mailing Address:**

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

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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DIVISION OF CORPORATIONS  
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**ARTICLES OF AMENDMENT AND RESTATED  
ARTICLES OF ORGANIZATION OF  
PULSEWAVE, LLC**

January 23, 2020

PulseWave, LLC, a Florida for profit limited liability company (the "Company"), pursuant to the provisions of the Florida Limited Liability Company Act, hereby adopts these amendments and restated Articles of Organization, which accurately copies and makes new amendments to the original Articles of Organization of the Company filed on February 17, 2016 and contains all amendments thereto that are in effect to date and as further amended by such Amended Articles of Organization.

**WHEREAS**, the Members now deem it to be in the best interests of the Company to amend and restate the Company's Articles of Organization, having been unanimously ratified by its Members; and

**WHEREAS**, these Amended Articles of Organization make new amendments to the existing Articles of Organization, and each Article of the original Articles of Organization, and each subsequent amendment of any thereof, is hereinafter stated and subsequently eliminated and the Articles appearing in the Restated Articles of Organization attached to this form are substituted in their place; and,

**WHEREAS**, each new amendment has been made in accordance with and in the manner required by the provisions of the Florida Limited Liability Company Act, and these amendments to the Articles of Organization and the Restated Articles of Organization have been unanimously approved by the voting Members of the Company.

**NOW THEREFORE, BE IT RESOLVED** that, pursuant to the provisions of the Florida Limited Liability Company Act, the Members of the Company on January 23, 2020 adopted in the entirety hereof the following Amendments to its Articles of Organization and the full Restatement thereof which accurately copies the Articles of Organization and all amendments in effect to date.

**Amendment 1.**

**BE IT RESOLVED** that the first amendment changes ARTICLE I, and the full text of the existing Article and the provision changed is as follows:

The instrument described above previously stated:

**ARTICLE I**

The name of the Limited Liability Company is:

PulseWave, LLC

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DIVISION OF CORPORATIONS  
20 JAN 27 AM 10:57

That provision is now changed to correctly read as follows:

**ARTICLE I**

The name of the Limited Liability Company is:

PulseWave Biomass Ventures, LLC

**Amendment 2.**

**BE IT FURTHER RESOLVED** that the second amendment changes ARTICLE II, and the full text of the existing Article and the provision changed is as follows:

The instrument described above previously stated:

**ARTICLE II**

The street address of the principal office of the Limited Liability Company is:

3512 East Silver Springs Boulevard - #243  
Ocala, FL 34470

The mailing address of the Limited Liability Company is:

2806 SE 29th Street  
Ocala, FL. 34471

That provision is now changed to correctly read as follows:

**ARTICLE II**

The street address of the principal office of the Limited Liability Company is:

2806 SE 29th Street  
Ocala, FL. 34471

The mailing address of the Limited Liability Company is:

2806 SE 29th Street  
Ocala, FL. 34471

**Amendment 3.**

**BE IT FURTHER RESOLVED** that the third amendment changes ARTICLE IV, and the full text of the existing Article and the provision changed is as follows:

The instrument described above previously stated:

**ARTICLE IV**

The name and address of person( s) authorized to manage LLC:

Title: MGR  
Steven L. Sample  
2806 SE 29th Street  
Ocala, FL. 34471

That provision is now changed to correctly read as follows:

The name and address of person(s) authorized to manage the LLC:

Title: MGR  
Steven L. Sample  
2806 SE 29th Street  
Ocala, FL. 34471

**Amendment 4.**

**BE IT FURTHER RESOLVED** that the fourth amendment adds ARTICLE V, and the full text of the existing Amendment and the provision is as follows:

**ARTICLE V**

The purpose or purposes for which the Company is organized are: The transaction of any and all lawful business for which companies may be organized under the Florida Limited Liability Company Act.

**Amendment 5.**

**BE IT FURTHER RESOLVED** that the fifth amendment adds ARTICLE VI, and the full text of the existing Amendment and the provision is as follows:

**ARTICLE VI**

Each Member shall be entitled to votes equal to his or her Percentage Interest of equity ownership of the Company unless his or her membership was granted or otherwise obtained without associated Member voting rights, in which event such non-voting Member shall have no right to vote in any matters coming before the Company. With regard

to voting matters, "Percentage Interest" means the ratio in which the voting Members shall vote as a total of all votes, and in all other matters, "Percentage Interest" means the ratio in which all Members shall share profits and losses, subject to the other provisions of this Agreement. As such, in matters of voting, a voting Member's Percentage Interest is equal to the ratio of the voting Member's equity interest as a percentage of the total voting interests of the Company exclusive of the equity interests held by any non-voting Members whose voting rights have been limited or denied pursuant to these Articles of Organization. Members with voting rights shall be referred to as voting Members, and Members without voting rights shall be referred to as non-voting Members.

On each matter submitted at a meeting of Members requiring a vote, each Member with voting rights shall be entitled to vote his Percentage Interests of the total votes, and the sum of the voting Members' Percentage Interests and their total votes shall be equal to one hundred percent (100%).

An amendment or modification reducing the required Percentage Interest or other measure for any consent or vote in this Agreement is effective only with the majority consent or vote of Members having the Percentage Interest or other measure theretofore required.

In all matters requiring a vote, each Member with voting rights shall have the right to vote in person or by proxy. It is expressly prohibited for any voting Member to cumulate his votes in any matter.

#### **Amendment 6.**

**BE IT FURTHER RESOLVED** that the sixth amendment adds ARTICLE VII, and the full text of the existing Amendment and the provision is as follows:

### **ARTICLE VII**

The Company may issue any class of the equity interests of the Company, whether voting or non-voting interests, to its Members, or any notes, debentures, bonds, or other securities convertible into or carrying rights, options, or warrants to purchase equity interests of any class. No Member of the Company shall by reasons of his or her holding any class of equity interests of the Company have any pre-emptive or preferential rights to purchase or subscribe to any additional equity interests of any class of the Company's equity now or hereafter to be authorized, or to any notes, debentures, bonds or other subscriptions convertible into or carrying rights, options or warrants to purchase equity interests of any class, now or hereafter to be authorized whether or not the issuance of any such equity interests, notes, debentures, bonds or other securities would adversely affect the dividend rights of such Member. The Company, however, may in its discretion upon approval of a majority of its voting Members, and at such price as it may fix, grant such rights to Members of the Company.

#### **Amendment 7.**

**BE IT FURTHER RESOLVED** that the seventh amendment adds ARTICLE VIII, and the full text of the existing Amendment and the provision is as follows:

#### **ARTICLE VIII**

Any action required by the Florida Limited Liability Company Act to be taken at any annual or special meeting of Members, or any action which may be taken at any annual or special meeting of Members may be taken without holding a meeting, providing notice, or taking a vote if Members having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting in which each Member entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

With respect to any matter for which the affirmative vote of the holders of a specified portion of the vote is required by the Florida Limited Liability Company Act, including but not limited to the vote required for approval of any fundamental action by the Members, the affirmative vote or the written consent of not less than the majority of the Members entitled to vote on that matter shall be all that is required for action on that matter and shall be sufficient in all matters requiring the vote of Members of the Company on any matter and for any reason in accordance with the Florida Limited Liability Company Act.

Unless otherwise restricted by these Articles of Organization, any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the voting Members of the Company. Such consent shall have the same force and effect as a unanimous vote at a meeting of the Members. Any such signed consent, or a signed copy thereof, shall be placed in the Minute Book of the Company.

Any such written consent or consents must include the date each voting Member signed the consent and is effective to take the action that is the subject of the consent only if the consent or consents are delivered to the Company not later than the 60th day after the date the earliest dated consent is delivered to the Company as required by the Florida Limited Liability Company Act. Any such signed consent or a signed copy thereof, shall be placed in the Minute Book of the Company.

#### **Amendment 8.**

**BE IT FURTHER RESOLVED** that the eighth amendment adds ARTICLE IX, and the full text of the existing Amendment and the provision is as follows:

#### **ARTICLE IX**

These Articles of Organization may be altered, amended, or repealed or new Articles may be adopted by the affirmative vote of a majority of the Members of the Company entitled to vote thereon. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members, except to the extent that the voting

rights of any Member is limited or denied with regard to the rights and privileges of any Membership interest or by these Articles of Organization.

At any meeting of the Members, every Member having the right to vote may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and coupled with an interest, and unless otherwise made irrevocable by law.

The Members of this Company may (i) adopt a plan of merger or consolidation and/or (ii) authorize a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Company by the affirmative vote of a majority of the Members entitled to vote thereon.

**Amendment 9.**

**BE IT FURTHER RESOLVED** that the ninth amendment adds ARTICLE X, and the full text of the existing Amendment and the provision is as follows:

**ARTICLE X**

The Company shall create and maintain an Operating Agreement directing the operation of the Company and including at least the purpose of the business, how the Company will handle new Members, how the Company chooses to be taxed, each Member's ownership expressed as a percentage of the total equity of the Company, each Member's responsibilities and voting rights, the duties and powers of Members, the profit and loss allocation among Members, the rules related to holding meetings and taking votes, the issues related to the management of the Company, buyout and buy-sell provisions including when a Member desires to leave the Company and sell his or her equity shares of the Company, the provisions to be applied in the event of a Member's death, the specific definitions of terms used in the Operating Agreement, and other matters commonly included in such agreements.

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**WHEREAS**, the Members of the Company find it to be in the Company's best interests to ratify the foregoing amendments to its Articles or Organization; and,

**WHEREAS** this document and these Amended and Restated Articles of Organization become effective when the document is filed by the Florida Secretary of State; and,

**WHEREAS**, the Members of the Company have unanimously voted to approve the foregoing amendments and to restate the Company's Articles of Organization as of this 23rd day of January, 2020.



**NOW THEREFORE, BE IT RESOLVED** that the Company's Managing Member is hereby instructed to properly file these Amended and Restated Articles of Organization with the Florida Secretary of State at the earliest possible date to make them effective; and,

**BE IT FURTHER RESOLVED** that the Company's Articles of Organization, as further amended by these Articles of Amendment as set forth above, identified and made in accordance with the Florida Limited Liability Company Act, are now set forth below in their entirety and contain no other changes in any provisions.

**Restated Articles of Organization  
of  
PulseWave Biomass Ventures, LLC**

January 23, 2020

**ARTICLE I**

The name of the Company is PulseWave Biomass Ventures, LLC

**ARTICLE II**

The street address of the principal office of the Limited Liability Company is:

2806 SE 29th Street  
Ocala, FL. 34471

The mailing address of the Limited Liability Company is:

2806 SE 29th Street  
Ocala, FL. 34471

**ARTICLE III**

The name and Florida street address of the registered agent is:

Steven L. Sample  
2806 SE 29th Street  
Ocala, FL. 34471

**ARTICLE IV**

The name and address of person(s) authorized to manage the LLC:

Title: MGR  
Steven L. Sample

2806 SE 29th Street  
Ocala, FL 34471

## **ARTICLE V**

The purpose or purposes for which the Company is organized are: The transaction of any and all lawful business for which companies may be organized under the Florida Limited Liability Company Act.

## **ARTICLE VI**

Each Member shall be entitled to votes equal to his or her Percentage Interest of equity ownership of the Company unless his or her membership was granted or otherwise obtained without associated Member voting rights, in which event such non-voting Member shall have no right to vote in any matters coming before the Company. With regard to voting matters, "Percentage Interest" means the ratio in which the voting Members shall vote as a total of all votes, and in all other matters, "Percentage Interest" means the ratio in which all Members shall share profits and losses, subject to the other provisions of this Agreement. As such, in matters of voting, a voting Member's Percentage Interest is equal to the ratio of the voting Member's equity interest as a percentage of the total voting interests of the Company exclusive of the equity interests held by any non-voting Members whose voting rights have been limited or denied pursuant to these Articles of Organization. Members with voting rights shall be referred to as voting Members, and Members without voting rights shall be referred to as non-voting Members.

On each matter submitted at a meeting of Members requiring a vote, each Member with voting rights shall be entitled to vote his Percentage Interests of the total votes, and the sum of the voting Members' Percentage Interests and their total votes shall be equal to one hundred percent (100%).

An amendment or modification reducing the required Percentage Interest or other measure for any consent or vote in this Agreement is effective only with the majority consent or vote of Members having the Percentage Interest or other measure theretofore required.

In all matters requiring a vote, each Member with voting rights shall have the right to vote in person or by proxy. It is expressly prohibited for any voting Member to cumulate his votes in any matter.

## **ARTICLE VII**

The Company may issue any class of the equity interest of the Company, whether voting or non-voting interests, to its Members, or any notes, debentures, bonds, or other securities convertible into or carrying rights, options, or warrants to purchase equity interests of any class. No Member of the Company shall by reasons of his or her holding any class of equity interests of the Company have any pre-emptive or preferential rights to

purchase or subscribe to any additional equity interests of any class of the Company's equity now or hereafter to be authorized, or to any notes, debentures, bonds or other subscriptions convertible into or carrying rights, options or warrants to purchase equity interests of any class, now or hereafter to be authorized whether or not the issuance of any such equity interests, notes, debentures, bonds or other securities would adversely affect the dividend rights of such Member. The Company, however, may in its discretion upon approval of a majority of its voting Members, and at such price as it may fix, grant such rights to Members of the Company.

## **ARTICLE VIII**

Any action required by the Florida Limited Liability Company Act to be taken at any annual or special meeting of Members, or any action which may be taken at any annual or special meeting of Members may be taken without holding a meeting, providing notice, or taking a vote if Members having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting in which each Member entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

With respect to any matter for which the affirmative vote of the holders of a specified portion of the vote is required by the Florida Limited Liability Company Act, including but not limited to the vote required for approval of any fundamental action by the Members, the affirmative vote or the written consent of not less than the majority of the Members entitled to vote on that matter shall be all that is required for action on that matter and shall be sufficient in all matters requiring the vote of Members of the Company on any matter and for any reason in accordance with the Florida Limited Liability Company Act.

Unless otherwise restricted by these Articles of Organization, any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the voting Members of the Company. Such consent shall have the same force and effect as a unanimous vote at a meeting of the Members. Any such signed consent, or a signed copy thereof, shall be placed in the Minute Book of the Company.

Any such written consent or consents must include the date each voting Member signed the consent and is effective to take the action that is the subject of the consent only if the consent or consents are delivered to the Company not later than the 60th day after the date the earliest dated consent is delivered to the Company as required by the Florida Limited Liability Company Act. Any such signed consent or a signed copy thereof, shall be placed in the Minute Book of the Company.

## **ARTICLE IX**

These Articles of Organization may be altered, amended, or repealed or new Articles may be adopted by the affirmative vote of a majority of the Members of the

Company entitled to vote thereon. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members, except to the extent that the voting rights of any Member is limited or denied with regard to the rights and privileges of any Membership interest or by these Articles of Organization.

At any meeting of the Members, every Member having the right to vote may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and coupled with an interest, and unless otherwise made irrevocable by law.

The Members of this Company may (i) adopt a plan of merger or consolidation and/or (ii) authorize a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Company by the affirmative vote of a majority of the Members entitled to vote thereon.

#### ARTICLE X

The Company shall create and maintain an Operating Agreement directing the operation of the Company and including at least the purpose of the business, how the Company will handle new Members, how the Company chooses to be taxed, each Member's ownership expressed as a percentage of the total equity of the Company, each Member's responsibilities and voting rights, the duties and powers of Members, the profit and loss allocation among Members, the rules related to holding meetings and taking votes, the issues related to the management of the Company, buyout and buy-sell provisions including when a Member desires to leave the Company and sell his or her equity shares of the Company, the provisions to be applied in the event of a Member's death, the specific definitions of terms used in the Operating Agreement, and other matters commonly included in such agreements.

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The undersigned: (i) affirms that the person designated as the Registered Agent for the Company in these Restated Articles of Organization has consented to the appointment in writing; (ii) affirms that he is authorized under the provisions of law governing the entity to execute the filing instrument; (iii) signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies it under penalty of perjury; and, (iv) affirms that the foregoing amendments to and restatement of the Company's Articles of Organization were duly adopted by the Company's Members as of the day and year first above written in these Restated Articles of Organization of PulseWave Biomass Ventures, LLC.

[Signature page follows]

Date: January 23, 2020

PULSEWAVE BIOMASS VENTURES, LLC


By: /s/ Steven L. Sample  
Steven L. Sample, Managing Member

*Affirmation Signature Page to Amended and Restated Articles  
of Organization of PulseWave Biomass Ventures, LLC*

[illegible]

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

\_\_\_\_\_, 2020  
  
 Signature of a member or authorized representative of a member

Typed or printed name of signee

**Filing Fee: \$25.00**