

M 74030

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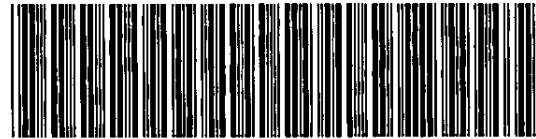
(Business Entity Name)

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11/14/16

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Poggenpohl U.S. Inc.  
DOCUMENT NUMBER: M 74030

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Peter Lamont, Esq.  
Name of Contact Person  
Law Offices of Peter J. Lamont  
Firm/ Company  
623 Lafayette Ave., Suite 2  
Address  
Hawthorne, NJ 07506  
City/ State and Zip Code  
pl@pjlesg.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter Lamont, Esq. at ( 973 ) 949-3770  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 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)

**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

Articles of Amendment  
to  
Articles of Incorporation  
of

Poggenpohl U.S., Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

**D. 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

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT      John Doe

X Remove                      V      Mike Jones

X Add                              SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>Change</u> <u>Add</u> <u>X</u> Remove	<u>CEO</u>	<u>Neil Bailey</u>	<u>350 Passaic Ave</u> <u>Fairfield, NJ 07004</u>
2) <u>X</u> Change <u>Add</u> <u>Remove</u>	<u>CEO</u>	<u>Terry Sabol</u>	<u>350 Passaic Ave</u> <u>Fairfield, NJ 07004</u>
3) <u>Change</u> <u>Add</u> <u>Remove</u>			
4) <u>Change</u> <u>Add</u> <u>Remove</u>			
5) <u>Change</u> <u>Add</u> <u>Remove</u>			
6) <u>Change</u> <u>Add</u> <u>Remove</u>			

**E. If amending or adding additional Articles, enter change(s) here:**  
(Attach additional sheets, if necessary). (Be specific)

\_\_\_\_\_

[illegible]

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
(if not applicable, indicate N/A)

Age Group	Percentage
18-24	10%
25-34	20%
35-44	25%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	5%

[illegible]

The date of each amendment(s) adoption: October 6, 2016, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 10/6/16

Signature Peter Lamont

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Peter Lamont, Esq.  
(Typed or printed name of person signing)

General Counsel  
(Title of person signing)

**WRITTEN CONSENT IN LIEU OF ANNUAL MEETING OF THE BOARD OF DIRECTORS  
OF POGGENPOHL U.S., INC.**

The undersigned, being the directors of Poggenpohl U.S., Inc., a Florida corporation (the "Corporation") acting without a meeting pursuant to Section 607.0821 of the Florida Business Corporations Act, and pursuant to the Corporation's By-Laws, hereby consent to and adopt the following Resolutions and votes, with the same force and effect as if decided and taken at a meeting duly called and held therefore:

1. Having determined that the best interests of the Corporation would be served thereby, **RESOLVED**, that the resignation of Neil Bailey as an employee of the Corporation is accepted, effective October 31, 2016.
2. Having determined that the best interests of the Corporation would be served thereby, **RESOLVED**, that Neil Bailey be placed on garden leave on October 6, 2016.
3. **RESOLVED**, that the Mr. Terry Sabol be appointed as Acting President and Chief Executive Officer on October 6, 2016.

**IN WITNESS WHEREOF**, the directors have duly executed this Written Consent in Lieu of a Meeting of Poggenpohl U.S., INC. as of this 6th Day of October 2016.

  
\_\_\_\_\_  
Patrick Heinen

  
\_\_\_\_\_  
Ralf Vahle

  
\_\_\_\_\_  
Patrick Pilch

  
\_\_\_\_\_  
Terry Sabol