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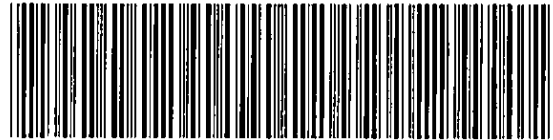
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FILED
2024 SEP -6 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GENESIS ELECTRIC MOTORS, INC.
DOCUMENT NUMBER: P 000000015101

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

Please return all correspondence concerning this matter to the following:

BRIAN E. JOHNSON
Name of Contact Person
BRIAN E. JOHNSON P.A.
Firm/ Company
435 16TH AVENUE NE
Address
ST. PETERSBURG FLORIDA 33704
City/ State and Zip Code
bjohnson@brianejohnson.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BRIAN E. JOHNSON at (727) 420-8268
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Brian E. Johnson
FLA BAR # 0162813

Articles of Amendment
to
Articles of Incorporation
of

GENESIS ELECTRIC MOTORS, INC.

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

P 00000015101

(Document Number of Corporation (if known))

2024 SEP -6 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FL

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:

N/A

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**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VST</u>	<u>DIRK ESKEW</u>	<u>6330 118TH AVENUE</u> <u>SUITE A</u> <u>Largo, FL 33773</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VD</u>	<u>ZACHERY TOMLIN</u>	<u>6330 118TH AVENUE</u> <u>SUITE A</u> <u>Largo, FL 33773</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>STD</u>	<u>MARY RAGSDALE</u>	<u>6330 118TH AVENUE</u> <u>SUITE A</u> <u>Largo, FL 33773</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

N/A

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)

see MINUTES of Special MEETING
of Shareholders of GEM, Inc
dated 9/2/24

The date of each amendment(s) adoption: September 2, 2024, if other than the date this document was signed.

Effective date if applicable: Same
(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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ 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)

Dated September 3, 2024

Signature Brian E. Johnson
(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)

BRIAN E. JOHNSON
(Typed or printed name of person signing)

GENERAL COUNSEL
(Title of person signing)

**MINUTES OF THE SPECIAL MEETING OF
THE SHAREHOLDERS
OF
GENESIS ELECTRIC MOTORS, INC.**

On Monday, September 2nd, 2024, at 10:00AM, DIRK ESKEW called a Special Meeting as the sole shareholder of 1,500 shares of GENESIS ELECTRIC MOTORS, INC. (GEM) which belonged to his father, DAVID ESKEW, now deceased.

As the sole heir to his father's estate, DIRK ESKEW now owns all 1,500 shares. DIRK has entered into an agreement with MARY RAGSDALE and ZACHERY TOMLIN whereby each will become a 24% shareholder (360 shares) of GEM.

Today, DIRK transfers 75 shares by stock certificate #4 to MARY RAGSDALE and an additional 75 shares by stock certificate #5 to ZACHERY TOMLIN, making each an owner of 5% of GEM.

DIRK has also placed in nomination the following officers:

DIRK ESKEW	-	President
ZACHERY TOMLIN	-	Vice President
MARY RAGSDALE	-	Secretary, Treasurer and General Manager

DIRK then nominated all 3 shareholders as members of the Board of Directors.

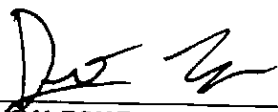
As additional incentive, GEM's checking account was closed with its balance on August 31, 2024, which will be used as a cushion for the owned stockholders if the income starting September 1, 2024, is insufficient to pay monthly expenses. Any funds used will be reimbursed from future income when this new account grows to a balance of \$100,000 in the bank after monthly overhead is paid, then ZACHERY and MARY will receive 10% more of the shares (150 shares) and each shareholder will receive a dividend check of \$4,000.

When the new account grows to a balance of \$250,000 after the monthly overhead is paid, then ZACHERY and MARY will receive the remaining 9% of the shares (135 shares) totaling 24% (360 shares) ownership, and each shareholder will receive a dividend check of \$10,000.

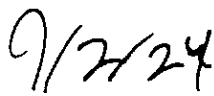
From that point forward, GEM will be guided by the decisions of the Board of Directors and carried out by the officers.

A motion was made to ratify and confirm the above actions which was unanimously approved.

There being no further business to come before the Special Meeting, upon motion duly made, seconded, and unanimously carried, it was adjourned.



DIRK ESKEW
PRESIDENT



DATE