

P01000110950

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2010 OCT -6 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

OCT -6 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Resource Conservation Technologies, Inc.

DOCUMENT NUMBER: P01000110950

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

Please return all correspondence concerning this matter to the following:

Jamie Pitts

Name of Contact Person

Resource Conservation Technologies, Inc.

Firm/ Company

6408 Parkland Drive, Ste 102

Address

SARASOTA, FL 34243

City/ State and Zip Code

jamie@rctus.com

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

For further information concerning this matter, please call:

Jamie Pitts

Name of Contact Person

at (888)

708-6622

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

Resource Conservation Technologies, Inc.

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

P01000110950

(Document Number of Corporation (if known))

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2010 OCT -4 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

New Registered Office Address:

_____ (Florida street 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)

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|----------------------------|--|--|
| <u>D</u> | <u>Salvatore Cantolino</u> | <u>2031- 74th Street N.W.</u> <u>Bradenton, FL34209</u> | <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove |
| <u></u> | <u></u> | <u></u> | <input type="checkbox"/> Add <input type="checkbox"/> Remove |
| <u></u> | <u></u> | <u></u> | <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)

ADD:

ARTICLE X- ISSUANCE OF SHARES: The power to issue shares granted to the board of directors under FL Statute 607.0621 is reserved for the shareholders in accordance with FL Statute 607.0621 Section (1). After determining that the consideration received or to be received by the corporation is adequate, the shareholders may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation. Please see other additions to the Articles attached.

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)

The date of each amendment(s) adoption: January 1, 2010

Effective date if applicable: January 1, 2010 (date of adoption is required)
(no more than 90 days after amendment file date)

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 September 29, 2010

Signature _____

(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)

Christopher R. Cantolino
(Typed or printed name of person signing)

President; Majority Stockholder
(Title of person signing)

ARTICLE X- ISSUANCE OF SHARES (CONTINUED)

The determination made by shareholders is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid, and nonassessable. When it cannot be determined that outstanding shares are fully paid and nonassessable, there shall be a conclusive presumption that such shares are fully paid and nonassessable if the shareholders make a good faith determination that there is no substantial evidence that the full consideration for such shares has not been paid.

When the corporation receives the consideration for which the shareholders authorized the issuance of shares, the shares issued therefore are fully paid and nonassessable. Consideration in the form of a promise to pay money or a promise to perform services is received by the corporation at the time of the making of the promise, unless the agreement specifically provides otherwise.

Authorized shares become issued shares when issued or distributed to a stockholder. Shares authorized by the Articles of Incorporation that are not issued belong to the corporation and are not considered for shareholders' ownership percentages until shareholders issue the shares in accordance with this Article X.

The holder of, or subscriber to, shares of the corporation shall be under no obligation to the corporation or its creditors with respect to such shares other than the obligation to pay to the corporation the full consideration for which such shares were issued or to be issued. Such an obligation may be enforced by the corporation and its successors or assigns; by a shareholder suing derivatively on behalf of the corporation; by a receiver, liquidator, or trustee in bankruptcy of the corporation; or by another person having the legal right to marshal the assets of such corporation.

This Article X specifically authorizes the corporation the following relief in the event that consideration is not paid after stock issuance: the obligation to pay may be enforced by the corporation's unilateral cancellation of certificates already issued by a majority vote made by the corporation's shareholders determines consideration for the purchase of the stock has not been paid by the stockholder. The obligation to pay may be enforced by the corporation against the stockholder, equitable remedies, such as cancellation or rescission, are also available where appropriate.

ARTICLE XI- VOTING ENTITLEMENT OF SHARES

Each outstanding share, regardless of class, is entitled to one vote per share on each matter submitted to a vote at a meeting of shareholders. Only shares are entitled to vote. The corporation has the power to vote any shares, including its own shares, held by it in a fiduciary capacity, the president, any vice president, the secretary, and the treasurer of the corporate shareholder, in that order, shall be presumed to be fully authorized to vote such shares.

ARTICLE XII- AMENDMENT OF ARTICLES BY SHAREHOLDERS

The corporation's shareholders may amend the articles of incorporation by a majority vote without an act of the directors at a meeting for which notice of the changes to be made is given, so long as the shareholders don't exceed 35 in number. This article shall in no way limit any other available means of amending articles of incorporation as set forth in the Florida Statutes.