

P06000110651

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

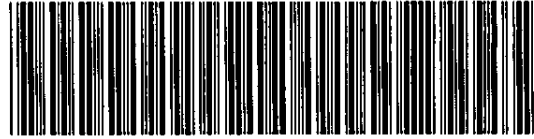
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



400291763994

10/31/16--01020--007 **43.75

S. TALLENT

NOV 04 2016

AMEND

FILED
16 OCT 31 PM 4:20
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

KAREN O. GAFFNEY, P.A.

ATTORNEY AT LAW

205 WEST DAMPIER STREET

INVERNESS, FLORIDA 34450

E-mail Address: kgaffney@karengaffney.com

KAREN O. GAFFNEY

TELEPHONE
352/726-9222

October 28, 2016

Via U.S. Mail Certified Mail RRR# 7012-3460-0001-7766-6491

Department of State

Division of Corporations

Corporate Filings

P.O. Box 6327

Tallahassee, FL 32314

RE: Second Amended Articles of Incorporation of Promotion Engineering, Inc.

Corporation Document Number: P06000110651

FEI/EIN#: 562605666

Dear Sir or Madam:

Our office has the pleasure of representing Promotion Engineering, Inc. The purpose of this correspondence is to forward to the Florida Department of State Division of Corporations the original and one copy of the Articles of Amendment to Second Amended Articles of Incorporation of Promotion Engineering, Inc. for filing with your office. Also, enclosed please find our Check #3718 in the amount of \$43.75 to cover your fee. Please return the certified copy ✓ of the Second Amended Articles of Incorporation and your letter of acknowledgment to my office.

If you should have any questions, please do not hesitate to contact me. Thank you for your assistance.

Regards,

KAREN O. GAFFNEY, P.A.



Karen O. Gaffney, Esquire

KOG/dl

Enclosures: as stated

ARTICLES OF AMENDMENT
TO
SECOND AMENDED
ARTICLES OF INCORPORATION
OF
PROMATION ENGINEERING, INC.

FILED
16 OCT 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **PROMATION ENGINEERING, INC.** are hereby amended by unanimous vote of all shareholders of the corporation which vote is sufficient under the Articles of Incorporation and by affirmative vote of the Board of Directors at a meeting duly constituted on April 28, 2016, wherein the following previously filed with the Secretary of State are amended as follows:

ARTICLE I. NAME

The name of this corporation is **PROMATION ENGINEERING, INC.** Its principal place of business is 16138 Flight Path Drive, Brooksville, FL 34604.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

1. ProMation Engineering, Inc. is an engineering and marketing entity and a provider of electronic actuation solutions for the industrial market worldwide. The industrial market areas are defined, nevertheless not limited to industrial heating, ventilating, air-conditioning market, waste water treatment plants markets, irrigation market, process control market, oil & gas

market equipment (market on-shore and off-shore), hazardous locations market, food processing and farming markets, mining industry market and, in general, all areas where heavy duty electric actuation technology is applied.

2. The corporation will apply a combination of the bottle-neck oriented strategy as the 7 Habits of highly effective people and our activities will reflect the deep knowledge we have of this combined strategy.

3. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise, and real and personal property of every class and description.

4. To acquire and pay for, in cash or otherwise, stocks and bonds of this corporation, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

5. To purchase, hold, sell and transfer the shares of its own capital stock; **PROVIDED**, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and **PROVIDED FURTHER**, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.

6. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporation, and to do any or all the things set forth above to the same extent as natural persons might or could do.

7. To transact any or all lawful business.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to

limit or restrict in any manner the powers of this corporation.

The above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses which may be necessary or profitable in conjunction with the businesses above enumerated; and generally shall have and exercise all powers, privileges and immunities of businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue six thousand (6,000) shares of \$1.00 par value common stock, which shall be designated "Common Shares". This corporation is further authorized to issue one hundred (100) shares of non-voting stock which shall be designated as "Non-Voting Shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof [as nearly as may be done without issuance of fractional shares] at the price at which it is offered to others.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16138 Flight Path Drive, Brooksville, FL 34604, and the name of the initial registered agent of this corporation at that address is Dean Geraci.

ARTICLE VII.
BOARD OF DIRECTORS

This corporation shall have three (3) director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the Board of Directors of this corporation are:

Werner Buck
Secretary and Chairman of the Board
11151 Sunrise Ranch Place
Tucson, AZ 85749

Dean Geraci
President and Chief Executive Officer (CEO)
5534 Reflections Blvd.
Lutz, FL 33558

Thomas Doebeli
Chief Marketing Officer (CMO)
Chilemattweg 6
CH-6345 Neuheim, Switzerland

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Amendment is:

Dean Geraci
President and Chief Executive Officer (CEO)
5534 Reflections Blvd.
Lutz, FL 33558

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X. AMENDMENT

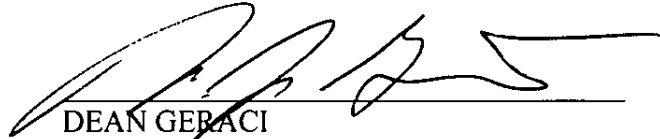
This corporation reserves the right to amend or repeal any provisions contained in

these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. CORPORATE STATUS

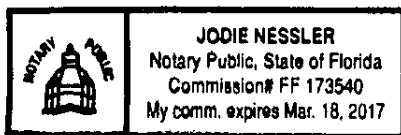
The corporation shall be a C Corp for all federal and state taxation purposes and shall have the benefit of all rights afforded to "C Corporations" under the law. The corporation shall undertake all efforts to withdraw any Sub Chapter S status and file appropriate documents with the United States Internal Revenue Service (IRS) to convert the corporation to a C Corporation.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 day of October, 2016.

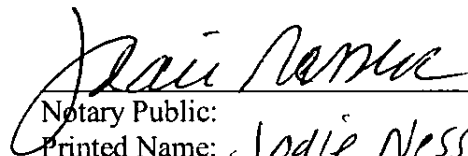

DEAN GERACI

STATE OF FLORIDA
COUNTY OF Hernando

The foregoing instrument was acknowledged before me this the 12 day of October, 2016, by DEAN GERACI, who is personally known to me or who did produce FDL as identification, and who did not take an oath.



(Affix Notary Stamp/Seal)


Notary Public:
Printed Name: Jodie Nessler
My Commission #: FF 173540
My Commission Expires: March 18, 2017

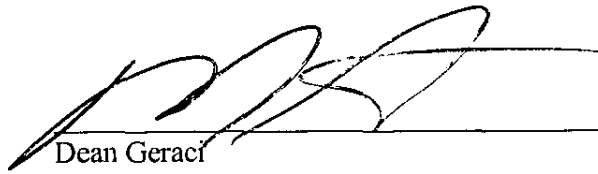
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First – PROMATION ENGINEERING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Brooksville, County of Hernando, has named, Dean Geraci, 16138 Flight Path Drive, Brooksville, FL 34604, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Dean Geraci
Registered Agent