

P070000069888

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15 JAN 16 PM 7:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CRM  
1-20-15

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

FILED  
15 JAN 16 PM 7:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: CYCLONE POWER TECHNOLOGIES INC

DOCUMENT NUMBER: P07000069888

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

Please return all correspondence concerning this matter to the following:

BRUCE SCHAMES

Name of Contact Person

CYCLONE POWER TECHNOLOGIES INC

Firm/ Company

601 N E 26TH COURT

Address

POMPANO BEACH FL 33064

City/ State and Zip Code

FRANKIE@CYCLONEPOWER.COM

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

For further information concerning this matter, please call:

BRUCE SCHAMES at ( 954 ) 943-8721  
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

CYCLONE POWER TECHNOLOGIES INC

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

P07000069888

(Document Number of Corporation (if known))

FILED  
15 JAN 16 PM 11:11  
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 \_\_\_\_\_

\_\_\_\_\_  
(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:**

Change                      PT      John Doe

Remove                        V        Mike Jones

Add                                SV      Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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)

EFFECTIVE OCT 1 2014, INCREASE AUTHORIZED COMMON STOCK  
FROM 900,000,000 SHARES 2,000,000,000 SHARES.

**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: OCTOBER 1, 2014, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(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 JANUARY 9 2016

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)

FRANKIE FRUGE

(Typed or printed name of person signing)

PRESIDENT, DIRECTOR

(Title of person signing)

**CONSENT RESOLUTION OF THE DIRECTORS  
OF  
CYCLONE POWER TECHNOLOGIES, INC.**

The undersigned, being all of the directors of Cyclone Power Technologies, Inc., a corporation of the State of Florida, (the "Corporation"), do hereby authorize and approve the actions set forth in the following resolutions without the formality of convening a meeting, and do hereby consent to the following actions of this Corporation, which actions are hereby deemed affective as of October 1, 2014:

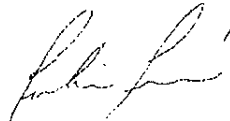
**RESOLVED**, that the Corporation's Articles of Incorporation shall be amended to authorize a maximum of Two Billion (2,000,000,000) Shares of Common Stock, which is increased from Nine Hundred Million (900,000,000) Shares, and the Corporation's management is hereby authorized to (1) file an Information Statement with the SEC and, upon the expiration of the required waiting period, mail said Information Statement to the common shareholders of the Corporation, and (2) twenty days after said mailing, file Articles of Amendment reflecting this resolution with the Secretary of State of Florida.

The holders of the Series B Preferred Stock, by virtue of the Corporation's Certificate of Designation effective as of June 30, 2007, have voting rights, when combined with their existing holdings of the Corporation's common stock, that entitle them to have an aggregate of 51% of the votes eligible to be cast by all shareholders with respect to all matters brought before a vote of the shareholders of the Corporation. As such, the aforewritten resolutions are hereby adopted and approved, and shall be filed with the minutes of the Corporation.

The undersigned have placed their signature hereto as of the 1<sup>st</sup> day of October, 2014.



Harry Schoell  
Director



Frankie Fruge  
Director

Lewis Jaffe  
Director

James Hasson  
Director



Dennis Dudzik  
Director

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF  
CYCLONE POWER TECHNOLOGIES, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of **CYCLONE POWER TECHNOLOGIES, INC.**, a Florida corporation (the "Corporation"), do hereby consent that when all of the undersigned have executed this Written Consent or a counterpart thereof, such counterparts when taken together shall constitute one and the same Written Consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted by the Corporation's Board at a meeting duly called and held for purposes of acting upon proposals to adopt such resolutions.

**WHEREAS**, the Board deems it advisable and in the best interests of the Corporation to amend the Corporation's articles of incorporation, as amended (the "Articles") to increase the Corporation's authorized capital stock from 901,000,000 to 2,001,000,000 shares, of which 2,000,000,000 shares will be common stock and 1,000,000 shares will be preferred stock (the "Share Increase"); and

**WHEREAS**, the Board deems it advisable and in the best interests of the Corporation to cause the articles of amendment, substantially in the form attached hereto as Exhibit A (the "Articles of Amendment"), to be filed with the Secretary of State of Florida to effect the Share Increase;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby approves the filing with the Secretary of State of Florida of the Articles of Amendment in order to effect the Share Increase; and be it

**FURTHER RESOLVED**, that the Board hereby directs that the amendment of the Corporation's Articles to effect the Share Increase be submitted to the stockholders of the Corporation for their consideration and approval, and recommends that the Corporation's stockholders approve the amendment of the Corporation's Articles; and be it

**FURTHER RESOLVED**, that the Corporation approves the filing of the Articles of Amendment; and be it

**FURTHER RESOLVED**, that the Corporation shall notify the Corporation's stockholders of the amendment of the Corporation's Articles to effect the Share Increase and approves of the officers of the Corporation mailing or otherwise delivering, or causing the mailing or delivery of such notification to the stockholders of the Corporation entitled to notice of the matters set forth in this Written Consent; and be it

**FURTHER RESOLVED**, that the proper officers of the Corporation be, and each of them hereby is, in accordance with the foregoing resolutions, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information and to do or cause to be done any and all such other acts and things as, in the opinion of any such officer, may be necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions, to make any filings pursuant to federal, state and foreign laws, and to take all other actions that he or she deems necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction (domestic or foreign), or otherwise to effectuate and carry out the purposes of the foregoing resolutions and to permit the transactions contemplated thereby to be lawfully consummated, and any such action taken or any agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information executed and delivered by them or any of them in connection with any such action shall be conclusive evidence of their or his authority to take, execute and deliver the same; and be it

**FURTHER RESOLVED**, that each of the proper officers of the Corporation is authorized and directed, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further actions and to




prepare, execute and deliver or cause to be prepared, executed and delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, as in his or her judgment shall be necessary, appropriate or advisable to carry out and effectuate the purpose and intent of any and all of the foregoing resolutions; and be it

**FURTHER RESOLVED**, that all actions previously taken by any officer, director, representative or agent of the Corporation, in the name or on behalf of the Corporation or any of its affiliates in connection with the transactions contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and be it

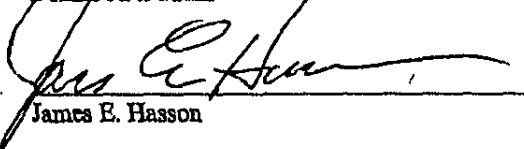
**FURTHER RESOLVED**, that the Board hereby adopts, as if expressly set forth herein, the form of any and all resolutions required by any authority to be filed in connection with any applications, reports, filings, consents to service of process, powers of attorney, covenants and other papers, instruments and documents relating to the matters contemplated by the foregoing resolutions if (i) in the opinion of a proper officer of the Corporation executing the same, the adoption of such resolutions is necessary or advisable, and (ii) the secretary or an assistant secretary of the Corporation evidences such adoption by inserting with the minutes of the meeting at which these resolutions were adopted copies of such resolutions, which will thereupon be deemed to be adopted by the Board with the same force and effect as if originally set forth herein.

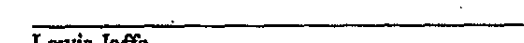
Dated: November 14, 2014

  
Harry Schoel

  
Frankie Fruge

  
Dennis A. Dudzik

  
James E. Hasson

  
Lewis Jaffe