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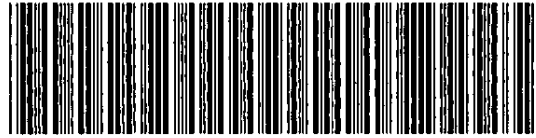
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

SG

7-17-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIODIESEL OF AMERICA, INC.

DOCUMENT NUMBER: PD7000123117

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

Please return all correspondence concerning this matter to the following:

Brenda Hamilton Esq.
(Name of Contact Person)

Hamilton & Lehrer P.A.
(Firm/ Company)

101 PLAZA ALBA SOUTH SUITE 201
(Address)

BOCA RATON FL. 33432
(City/ State and Zip Code)

For further information concerning this matter, please call:

Brian Dunne at (561) 416-8956
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

BIODIESEL OF AMERICA INC.

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

FILED

2008 JUL 16 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P07000123117

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

see attached

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

**Articles of Amendment
to
Articles of Incorporation
of
BIODIESEL OF AMERICA, INC.
P07000123117
(Document number)**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, Biodiesel of America, Inc., a Florida Profit Corporation (the "Corporation"), hereby certifies that on June 30, 2008, pursuant to Section 607.0602 of the Florida Statutes, the following Articles of Amendment were duly adopted by the Board of Directors without shareholder action and shareholder action was not required to be effective upon filing with the Florida Secretary of State.

ARTICLE THREE is being amended in accordance with the provisions of the Articles of Incorporation to create a Series of preferred Stock and to set forth the preferences, limitations, rights, and terms of the newly created Series of Preferred Stock pursuant to 607.0602 of the Florida Statutes. The following shall be added to the Corporation's Articles of Incorporation in ARTICLE THREE after Section 3.2:

3.3. DESIGNATION OF SERIES A CONTINGENT CONVERTIBLE PREFERRED STOCK

i) **Number and Designation.** This series shall consist of 10,000,000 shares of Preferred Stock of the Corporation and shall be designated the Series A Contingent Convertible Preferred Stock ("Series A Contingent Convertible Preferred Stock").

(ii) **Voting Provisions.** Except as otherwise expressly provided or required by law, each share of Series A Contingent Convertible Preferred Stock shall be entitled to 250 votes per share on all matters presented to a vote of the Shareholders.

(iii) **Dividends.** When and as any dividend or distribution is declared or paid by the Corporation on Common Stock, whether payable in cash, property, securities or rights to acquire securities, the Series A Contingent Convertible Preferred Holders will be entitled to participate with the holders of Common Stock in such dividend or distribution as set forth in this Section. At the time such dividend or distribution is payable to the holders of Common Stock, the Corporation will pay to each Series A Contingent Convertible Preferred Holder such holder's share of such dividend or distribution equal to the amount of the dividend or distribution per share of Common Stock payable at such time multiplied by the number of shares of Common Stock then obtainable upon conversion of such holder's Series A Contingent Convertible Preferred Stock.

(iv) **Voting Rights.** The Series A Contingent Convertible Preferred Stock Holders shall be entitled to notice of any shareholders' meeting and to vote as a single class with the Common Stock upon any matter submitted for approval by the holders of Common Stock, and shall have two hundred and fifty votes (250) for each share of Series A Contingent Convertible Preferred Stock held.

(v) **Preference Upon Liquidation.** Upon any liquidation, dissolution or winding up of the Corporation, each Series A Contingent Convertible Preferred Holder will be entitled to be paid, before any distribution or payment is made upon any Junior Securities of the Corporation, an amount in cash equal to the aggregate Liquidation Value (as defined below) of all shares of Series A Contingent Convertible Preferred Stock held by such holder, plus accrued dividends, if any; thereafter, each Series A Contingent

Convertible Preferred Holder will participate in any distribution or payment on a pro rata basis with all Junior Securities as if the Series A Contingent Convertible Preferred Stock had been converted into Common Stock so long as the Corporation has sufficient authorized but unissued common shares to allow the conversion of each Series A Contingent Convertible Preferred Share.

(vi) **Conversion into Conversion Stock.** The Corporation shall use its best efforts to authorize sufficient Common Stock by filing Articles of Amendment with the Secretary of State of Florida, so that the Series A Contingent Convertible Preferred Holders may convert their Series A Contingent Convertible Preferred Preferred Stock into Common Shares at a ratio of one preferred share for two hundred fifty (250) shares of Common Stock (the "Conversion Ratio"). Conversion shall only occur upon such date as the Corporation authorizes sufficient additional Common Stock as evidenced by filing articles of amendment with the Secretary of State of Florida. The conversion of the Series A Contingent Convertible Preferred Stock, so long as the Corporation has sufficient authorized but unissued shares to effect the conversion, will be deemed to have been effected upon the written notice by the Series A Contingent Convertible Preferred Stock Holder. At such time as such conversion has been effected, the rights of the holder of such Series A Contingent Convertible Preferred Stock as such holder will cease and the person or persons in whose name or names any certificate or certificates for shares of Conversion Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Conversion Stock represented thereby. As soon as possible after a conversion has been effected, the Corporation will deliver to the converting holder a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified. The issuance of certificates for shares of Common Stock upon conversion of Series A Contingent Convertible Preferred Stock will be made without charge to the Series A Contingent Convertible Preferred Stock Holder

(vii) **Subdivision or Combination of Common Stock.** If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Ratio in effect immediately prior to such subdivision will be proportionately reduced, and if the Corporation at any time combines (by reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Conversion Ratio in effect immediately prior to such combination will be proportionately increased.

(viii) **Converted or Redeemed Shares.** Any shares of Series A Contingent Convertible Preferred Stock that are converted will be canceled and will not be reissued, sold or transferred and will be returned to authorized but unissued shares of Preferred Stock.

(ix) **Registration of Transfer.** The Corporation will keep at its principal office a register for the registration of Series A Contingent Convertible Preferred Stock. Upon the surrender of any certificate representing Series A Contingent Convertible Preferred Stock at such place, the Corporation will, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefore representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

(x) **Replacement.** Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of Series A Contingent Convertible Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new

certificate representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate.

(xi). **Priority.** The Corporation may not issue any series of Preferred Stock that may be treated *in pari passu* or senior to the Series A Contingent Convertible Preferred Stock.

(xiii). **Severability.** Should any portion or feature of this Designation be contrary to applicable law all remaining portions shall continue in full force and effect.

(ix) **Definitions.** D. Definitions. For purposes hereof:

“Common Stock” means the Common Stock of the Corporation, no par value per share.

“Conversion Ratio” shall have the meaning set forth in (vi) above.

“Corporation” shall mean Biodiesel of America, Inc.

“Junior Securities” means the Common Stock and any equity securities of any kind (but not including any debt securities convertible into equity securities) which the Corporation or any Subsidiary at any time issues or is authorized to issue other than the Series A Contingent Convertible Preferred Stock unless the terms of such security explicitly state that such security shall be senior to or on a par with the Series A Contingent Convertible Preferred Stock.

“Original Issue Date” means the date the Series A Contingent Convertible Preferred Stock is first issued.

“Person” and “person” means an individual, a partnership, a corporation, a limited liability company, a trust, a joint venture, an unincorporated organization and a government or any department or agency thereof.

“Series A Contingent Convertible Preferred Holder” shall mean a registered holder of Series A Contingent Convertible Preferred Stock.

“Series A Contingent Convertible Preferred Stock” shall have the meaning set forth in Section 1.

“Subsidiary” means any corporation of which the shares of stock having a majority of the general voting power in electing the board of directors are, at the time as of which any determination is being made, owned by the Corporation either directly or indirectly through Subsidiaries.

E. **Amendment and Waiver.** No amendment, modification or waiver will be binding or effective with respect to any provision hereof without the prior approval of a majority of the outstanding shares of Series A Contingent Convertible Preferred Stock; provided notwithstanding Section 3.B above that no such action will change or affect (a) the Conversion Ratio of the Series A Contingent Convertible Preferred Stock, or (b) the amount of cash, securities or other property receivable or to be received by the Series A Contingent Convertible Preferred Holders.

F. **Generally Accepted Accounting Principles.** When any accounting determination or calculation is required to be made, such determination or calculation (unless otherwise provided) will be made in accordance with generally accepted accounting principles, consistently applied, except that if because of a

change in generally accepted accounting principles the Corporation would have to alter a previously utilized accounting method or policy in order to remain in compliance with generally accepted accounting principles, such determination or calculation will continue to be made in accordance with the Corporation's previous accounting methods and policies unless the Corporation has obtained the prior written consent of the holders of a majority of the Series A Contingent Convertible Preferred Stock then outstanding

This amendment was adopted by the board of directors of the Corporation on June 30, 2008. This amendment was adopted without shareholder action and shareholder action was not required. This amendment shall become effective upon filing with the Florida Secretary of State.

The undersigned, Stanley Streicher, the president of Biodiesel of America, Inc. declares under penalty of perjury that the matters set out in the foregoing Certificate were approved by the Board of Directors of Biodiesel of America on June 30, 2008, and is true of his own knowledge.

BIODIESEL OF AMERICA, INC.

By: 

Stanley Streicher, President

UNANIMOUS WRITTEN CONSENT

OF

Biodiesel of America, Inc.

The undersigned, being the sole Director of Biodiesel of America, Inc., a Florida Corporation (the "Corporation"), hereby consents, pursuant to F.S. 607.0205(2) of the Florida Business Corporation Act, to the adoption of the following resolutions:

RESOLVED, that all actions taken previously by the Directors of the Corporation are ratified, confirmed, and approved;

RESOLVED, that each of the following persons is elected to the Board of Directors of the Corporation opposite his or her respective name, to serve until the next annual meeting of the board of directors of the Corporation and thereafter until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal:

<u>Name</u>	<u>Position</u>
Stanley Streicher	Director

RESOLVED, that each of the following persons is elected to the office of the Corporation opposite his or her respective name, to serve until the next annual meeting of the board of directors of the Corporation and thereafter until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal:

<u>Name</u>	<u>Position</u>
Stanley Streicher	President, Secretary and Treasurer

RESOLVED, that the above person shall serve in the foregoing capacities until the earlier of the next annual meeting of Shareholders where his or her successor is duly elected and qualified, or his or her resignation or removal;

RESOLVED, that the Bylaws of the Corporation currently in effect and repealed and replaced with the bylaws attached hereto as Exhibit B;

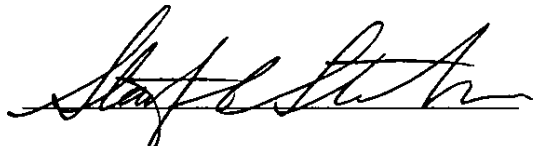
RESOLVED, the Corporation establish the designations, rights and preferences of its Series A Preferred stock as detailed in the certificate of designation (the "certificate of designation") attached hereto as Exhibit A and made a part hereof;

RESOLVED, that the President of the Corporation is hereby authorized to file the certificate of designation with the State of Florida;

RESOLVED, that Interwest Stock Transfer be engaged as the Transfer Agent for the Corporation and the services of Pilot Transfer Agency be terminated;

RESOLVED, that the proper officers of the Corporation are authorized, empowered, and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents, and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

The undersigned constituting the sole member of the Board of Directors of the Corporation have duly executed this Consent to be effective on the 15th day of July 2008.

A handwritten signature in black ink, appearing to read 'Stanley Streicher', written over a horizontal line.

Stanley Streicher, Director

The date of each amendment(s) adoption: June 30, 2008

Effective date if applicable: July 15, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved 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.

Signature

Stanley Greicher
(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)

Stanley Greicher
(Typed or printed name of person signing)

Director
(Title of person signing)

FILING FEE: \$35