

P08000070972

(Requestor's Name)

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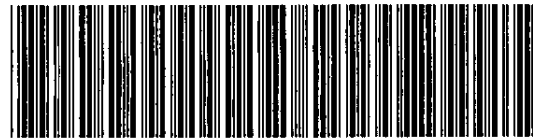
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated  
Articles  
0803-7



**BARUCH LAW GROUP**  
**A PROFESSIONAL ASSOCIATION**

REPLY TO:

**SHANNON K. BARUCH, ESQUIRE**  
**ATTORNEY AND COUNSELOR AT LAW**  
**POST OFFICE BOX 1485**  
**ORLANDO, FLORIDA 32802-1485**

**OFFICE: (407) 610-5886**  
**DIRECT: (407) 758-5809**  
**TOLL-FREE FAX: (866) 352-1935**  
**BARUCHLAWGROUP@GMAIL.COM**

February 29, 2012

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314-6327

**ATTN:** Karen Gibson  
Document Specialist Supervisor

**SUBJECT:** RESUBMITTAL OF THE RESTATED ARTICLES OF INCORPORATION  
OF ETHNERGY INTERNATIONAL, INC., REF. No.: P08000070972, AND  
PROOF OF PAYMENT OF FILING FEES IN THE AMOUNT OF \$52.50

Dear Ms. Gibson;

Please be advised that the Baruch Law Group, P.A., represents the corporate entity, Ethnergy International, Inc. On, or about, August 19, 2010, our Office filed Ethnergy's Restated Articles of Incorporation with the Florida Division of Corporation along with our Law Office Check, No. 5430, dated 8-19-2010, and made payable to "Florida Department of State – DOC," in the amount of \$52.50, attached to the document. Subsequently, the Department of Corporation (DOC) returned the document to our Office for certain correction(s) to be made thereto. DOC did not return the check with said document. Instead, the Department of State (DOS) negotiated the check with the Bank of America on August 23, 2010. See copy of the negotiated check attached hereto and incorporated herein by reference.

On February 27, 2012, Karen Gibson, Document Specialist Supervisor, DOC, rejected the filing of the document and returned same to our Office, claiming that "*upon receipt of your document no check was enclosed. Please return your **document** along with a **check or money order** made payable to the Department of State for \$52.50.*" Facially and as applied, Ms. Gibson was, and still is, clearly in error and such error, imputed to DOC, has caused Ethnergy International, Inc., severe inconvenience, undue delay and has rendered the company unable to complete certain business transactions. It has also cast our Law Office in a dim light before our client, one of incompetence.

Under the circumstances, we are demanding the filing of the Company's document without further delay.

If you have any questions, please contact the undersigned attorney.

Very truly yours,

Baruch Law Group, P.A.  
Post Office Box 1485

By: 

Shannon K. Baruch, Esquire  
Attorney for Incorporator

Attachments.

c: Carlene Perry-Thorpe, President, Pembroke Pines, Florida.

SKB/

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12 MAR -5 AM 10:37

CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 26, 2012

SHANNON K. BARUCH, ESQ.  
BARUCH LAW GROUP, P.A.  
PO BOX 1485  
ORLANDO, FL 32802-1485

SUBJECT: ETHNERGY INTERNATIONAL, INC.  
Ref. Number: P08000070972

We have received your document for ETHNERGY INTERNATIONAL, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$52.50.

The fee to file Restated Articles of Incorporation or Amended and Restated Articles of Incorporation is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document and \$1 for each additional page, not to exceed \$52.50.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist Supervisor

Letter Number: 112A00002134

**LETTER OF TRANSMITTAL**

Date: December 9, 2011

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314-6327

**SUBJECT:** RESUBMITTAL OF THE RESTATED ARTICLES OF INCORPORATION  
OF ETHNERGY INTERNATIONAL, INC.

**ATTN:** NEW FILING SECTION


Enclosed, please find an original and one copy of the Restated Articles of Incorporation of Ethnergy International, Inc., and a Designation and Acceptance of Registered Agent for a Florida Corporation, resubmitted for filing. The name and street address of the incorporator and registered agent is as follows:

CARLENE PERRY-THORPE  
1524 S.W. 159<sup>th</sup> Lane  
Pembroke Pines, Florida 33027

Also, please note that the amount of \$52.50 for the Filing Fee, Certified Copy and Certificate of Status was submitted with the initial filing. Further, please direct all requests for additional information, responses, documents, certificates and copy of the filing and any other writings related to the subject corporation to the attention of the undersigned attorney at the address shown below, or Office: (407) 610-5771/Direct: (407) 758-5809/Toll-Free-Fax: (866) 352-1935/e-mail: baruchlawgroup@gmail.com.

Very truly yours,

Baruch Law Group, P.A.  
Post Office Box 1485  
Orlando, FL 32802-1485  
Office: (407) 610-5771  
Direct: (407) 758-5809  
Toll-Free Fax: (866) 352-1935

By:   
Shannon K. Baruch, Esquire  
Attorney for Incorporator

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11 DEC 14 AM 9:39

TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION  
OF  
ETHNERGY INTERNATIONAL, INC.**

The undersigned person(s), being of legal age and sui juries, in the capacity of incorporator(s) of the following corporation under the Florida Business Corporation Act, hereby file these Restated Articles of Incorporation, pursuant to Section 607, Florida Statutes:

**ARTICLE I  
NAME AND MAILING ADDRESS**

The name and mailing address of the Corporation shall be **ETHNERGY INTERNATIONAL, INC., 1524 S.W. 159<sup>th</sup> Lane, Pembroke Pines, Florida 33027,** as approved by the Board of Directors.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation and its objects and power shall be as follows:

**"To engage in the marketing and project management of renewable and alternative energy production and all activities or business for which the Corporation may be incorporated under the Florida Business Corporation Act and/or permitted under the Laws of the State of Florida and of the United States."**

**ARTICLES III  
CAPITAL STOCK**

1. The maximum number of shares of authorized capital stock of this Corporation shall be One Thousand (1,000) shares of common stock with par value of zero dollar (\$0.00).
2. All common shares shall be identical with each other in every respect and the Holder thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

3. The capital stock may be paid for in property, labor, services or cash at a just valuation to be fixed by the Board of Directors. All of the stock shall be fully paid and non-assessable.

#### **ARTICLE IV** **PREEMPTIVE RIGHTS**

Each shareholder of common stocks to this Corporation shall be entitled to full preemptive rights to purchase, with any form of valuable consideration, any issued or unissued or treasury shares of the Corporation and any securities of the Corporation and any securities of the Corporation convertible into, or carrying a right to subscribe for, or acquire any unissued treasury shares.

#### **ARTICLE V** **CLASS OF STOCK**

The Corporation will issue any class of common stock. Each holder of common stock shall have the right to vote.

#### **ARTICLE VI** **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is **1524 S.W. 159<sup>th</sup> Lane, Pembroke Pines, Florida 33027**, and the name and address of the Registered Agent of this Corporation is CARLENE PERRY-THORPE, 1524 S.W. 159<sup>th</sup> Lane, Pembroke Pines, Florida 33027.

#### **ARTICLE VII** **TERM OF EXISTENCE**

The term of the existence of the Corporation is perpetual.

#### **ARTICLE VIII** **CORPORATE ADDRESS**

The principal office of the Corporation shall be located at **1524 S.W. 159<sup>th</sup> Lane, Pembroke Pines, Florida 33027**. The Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall, from

time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any new address or place in the State of Florida. The Corporation shall have the power to conduct its business outside the State of Florida, or in any or all of the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

#### **ARTICLE IX** **DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one person and the first Board of Directors of the Corporation shall be comprised of the following named person:

CARLENE PERRY-THORPE  
1524 S.W. 159<sup>th</sup> Lane  
Pembroke Pines, Florida 33027

DAWN LINTON  
14918 S.W. 139<sup>th</sup> Avenue  
Miami, Florida 33186

PETER SMITH  
11915 Allforth Lane, #2411  
Charlotte, NC 28277

NIGEL DAVY  
47 Willow Drive  
Briarcliff, NY 10510

#### **ARTICLE X** **SUBSCRIBERS**

The name and street address and the number of shares subscribed to by the subscribers hereto, who are also members of the first Board of Directors and who are to conduct the business of the Corporation until those elected at the organizational meeting, are:



CARLENE PERRY-THORPE 1524 S.W. 159 <sup>th</sup> Lane Pembroke Pines, Florida 33027	125 Shares
DAWN LINTON 14918 S.W. 139 <sup>th</sup> Avenue Miami, Florida 33186	125 Shares
PETER SMITH 11915 Allforth Lane, #2411 Charlotte, NC 28277	125 Shares
JBD, LLC 47 Willow Drive Briarcliff, NY 10510	125 Shares
Unissued Corporate Shares	500 Shares

**ARTICLE XI**  
**RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES**

In the issuance of the shares of the common stocks of this Corporation, a restriction shall be imposed on the transfer, or registration of transfer, of shares and shall be validated and enforced against the holder, or a transferee of the holder, pursuant to Section 607.0627, Florida Statutes, and its existence shall be noted conspicuously on the front or back of the certificate, or contained in the information statement required by Section 607.0626(2), Florida Statutes. The restriction on transfer, or registration of transfer, of shares shall be authorized to maintain the corporation's status which is dependent on the identity of its shareholders. The restriction imposed on the transfer, or registration of transfer, of shares shall (a) obligate the shareholder(s) first to offer the corporation (separately, consecutively or simultaneously) an opportunity to acquire the restricted shares; (b) obligate the corporation (separately, consecutively or simultaneously) to acquire the restricted shares; (c) require the corporation, or the principal holders of any class of its shares, to approve the transfer of the restricted shares; and (d) prohibit the transfer of the restricted shares to designated persons or classes of persons.

For purposes of these Amended Articles of Incorporation (Articles of Correction), "shares" shall include a security convertible into, or carrying a right to subscribe for, or acquire shares.

## **ARTICLE XII** **OFFICERS**

The officers of the Corporation need not be a resident of the State or shareholders, unless the Bylaws so require. An individual may hold more than one position if he or she is a shareholder in the Corporation and the officers are as follows:

President:	CARLENE PERRY-THORPE
Vice-President:	NIGEL DAVY
Secretary:	DAWN LINTON
Treasurer:	PETER SMITH

## **ARTICLE XIII** **BYLAWS**

The Board of Directors shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the total Board of Directors before becoming the law of the Corporation.

## **ARTICLE XIV** **INCORPORATOR**

The name and street address of the incorporator(s) of these Restated Articles of Incorporation is:

CARLENE PERRY-THORPE  
1524 S.W. 159<sup>th</sup> Lane  
Pembroke Pines, Florida 33027

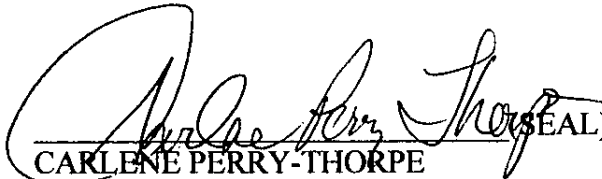
The Corporation hereby reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

**ARTICLE XV**  
**ADOPTION OF RESTATEMENT**

The Restated Articles of Incorporation of this Corporation were adopted by the Incorporator without shareholder action and shareholder action was not required.

The date of adoption of these Restated Articles of Incorporation of this Corporation is the 20 day of November, 2011.

**IN WITNESS WHEREOF**, the undersigned Incorporator/Subscribing Stockholder has hereunto set his hand and seal and caused these Restated Articles of Incorporation to be executed this 30 of November, 2011.

  
CARLENE PERRY-THORPE  
Incorporator/Subscribing Shareholder

STATE OF FLORIDA )

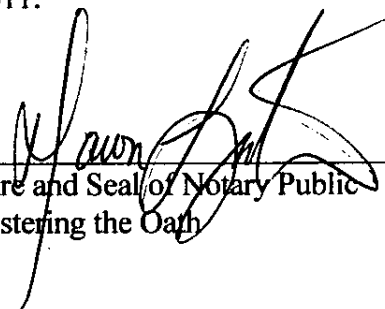
COUNTY OF BROWARD )



BEFORE ME, the undersigned authority, one personally appeared CARLENE PERRY-THORPE to me well known, or who produced identification: \_\_\_\_\_

\_\_\_\_\_ ,  
to be the person who executed the foregoing Restated Articles of Incorporation, and acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office, this 30 day of November, 2011.

  
\_\_\_\_\_  
Signature and Seal of Notary Public  
Administering the Oath

11/30/2011

DAWN LINTON  
Name of Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

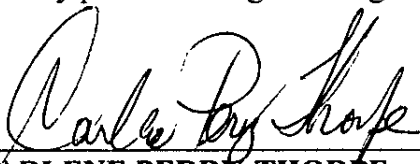
1. The name of the corporation is:

**ETHNERGY INTERNATIONAL, INC.**

2. The name and street address of the registered agent of the corporation is:

**CARLENE PERRY-THORPE  
1524 S.W. 159<sup>th</sup> Lane  
Pembroke Pines, Florida 33027**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
**CARLENE PERRY-THORPE**

11/30/2011  
**DATE**