

PO8000092080

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

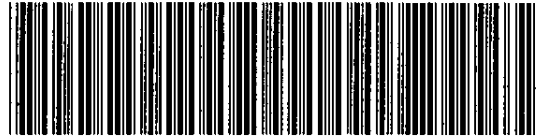
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900142238629

02/02/09--01051--028 \*\*43.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 FEB -2 PM 12:14

Amend/cc  
@ 5/9/09

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Clean Power, Inc. +

**DOCUMENT NUMBER:** P08000092080 +

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

Please return all correspondence concerning this matter to the following:

William Eilers, Esq.  
(Name of Contact Person)

(Firm/ Company)

1919 Van Buren St. #611A  
(Address)

Hollywood, FL 33020  
(City/ State and Zip Code)

For further information concerning this matter, please call:

William Eilers at ( 786 ) 2472624  
(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  
CLEAN POWER, INC.**

*Pursuant to the provisions of § 607.1006 Florida Statutes (2007), this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST: Amendment Adopted**

Article IV shall hereby amended and read as follows:

We are authorized to issue up to 200,000,000 shares of Class A common stock, with a par value of \$0.001 per share, 100,000,000 shares of Class B common stock with a par value of \$0.001 and 10,000,000 Preferred shares, with a par value of \$0.001 per share, also granted to or imposed upon the respective classes of shares or the holders thereof is as follows:

A. *Class A Common Shares.* The terms of the 200,000,000 Common Shares of the corporation shall be as follows:

1. *Dividends.* Whenever cash dividends upon the Preferred Shares of all series thereof at the time outstanding, to the extent of the preference to which such shares are entitled, shall have been paid in full for all past dividend periods, or declared and set apart for payment, such dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Shares out of the remaining net profits or surplus of the corporation.
2. *Liquidation.* In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.
3. *Voting rights.* Each holder of a Class A Common Share shall have one vote in respect of each share of such stock held by him. There shall not be cumulative voting.
4. *Conversion.* Class A Common Shares have no conversion rights.

B. *Class B Common Shares.* The terms of the 100,000,000 Common Shares of the corporation shall be as follows:

1. *Dividends.* Whenever cash dividends upon the Preferred Shares of all series thereof at the time outstanding, to the extent of the preference to which such shares are entitled, shall have been paid in full for all past dividend periods, or declared and set apart for payment, such dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Shares out of the remaining net profits or surplus of the corporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 FEB -2 PM 12:14

2. *Liquidation.* In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.
  3. *Voting rights.* Each holder of a Class B Common Share shall have ten votes in respect of each Class B Common Share of such stock held by him. There shall not be cumulative voting.
  4. *Conversion.* Class "B" Common Shares shall be convertible into Class "A" Common Shares, at one Class "A" Common Share per each Class "B" Common Share to be converted, at the option of the holder of Class "B" Common Shares at any time that the number of shares of Class "B" Common Stock then outstanding is less than 20% of the aggregate number of shares of Class "A" Common Stock and Class "B" Common Stock then outstanding.
- C. *Preferred Shares.* Prior to the issuance of any of the Preferred Shares, the Board of Directors shall determine the number of Preferred Shares to then be issued from the Ten Million (10,000,000) shares authorized, and such shares shall constitute a series of the Preferred Shares. Such series shall have such preferences, limitations, and relative rights as the Board of Directors shall determine and such series shall be given a distinguishing designation. Each share of a series shall have preferences, limitations, and relative rights identical with those of all other shares of the same series. Except to the extent otherwise provided in the Board of Directors' determination of a series, the shares of such series shall have preferences, limitations, and relative rights identical with all other series of the Preferred Shares. Preferred Shares may have dividend or liquidation rights which are prior (superior or senior) to the dividend and liquidation rights and preferences of the Common Shares and any other series of the Preferred Shares. Also, any series of the Preferred Shares may have voting rights.

**SECOND:** The Date of Adoption of this Article of Amendment shall be October 8, 2008.

**THIRD:** This Article of Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed and executed on this 8th day of October 2008.

Signature: \_\_\_\_\_

Print Name: Jason T. Wynn

Title: Chairman of the Board of Directors