

P09000008053

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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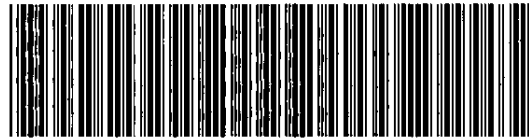
(Business Entity Name)

(Document Number)

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*Amend*

06/01/10--01026--008 \*\*35.00

FILED  
2010 JUN -1 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*6/2/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Highland Adventures Inc.

**DOCUMENT NUMBER:** 09000008053

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

Please return all correspondence concerning this matter to the following:

CRISTIAN G. BASCONTIN

Name of Contact Person

Highland Adventures Inc.

Firm/ Company

150 Ocean Line Drive, Suite 8D

Address

Key Biscayne, FL 33149

City/ State and Zip Code

CRISTIAN@HIGHLANDADVENTURES.COM

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

For further information concerning this matter, please call:

CRISTIAN G. BASCONTIN

Name of Contact Person

at ( 305 ) 992-9088

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

FILED

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

2018 JUN -1 PM 4:35

909000008053

(Document Number of Corporation (if known))

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**)

PO BOX 1015

KEY BISCAYNE, FL 33149

**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:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Mr.</u>	<u>Tori R. Ulenke</u>	<u>585 Sugarcane Dr.</u>	<input checked="" type="checkbox"/> Add
	<u>Vice President</u>	<u><del>585 Sugarcane Dr.</del></u>	<input type="checkbox"/> Remove
		<u>Incline Village, NV 89451</u>	
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<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)

PLS SEE ATTACHED (3 PAGES)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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)

PLS SEE ATTACHED (ARTICLE IV)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: \_\_\_\_\_

5/11/2010

(date of adoption is required)

Effective date if applicable: \_\_\_\_\_

5/11/2010

(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 \_\_\_\_\_

5/11/2010

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)

CHRISTIAN G. MURATINI

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

**of**

**Highland Adventures Inc.**

**A Florida Corporation**

DOC #PO9000008053

**ARTICLE I**

**NAME**

The name of the corporation shall be "Highland Adventures Inc."

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business/ mailing address is 150 Ocean Lane Drive, Suite 8D, Key Biscane, FL 33149.

**ARTICLE III**

**PURPOSE**

The purpose for which the corporation is organized is to sell travel services.

**ARTICLE IV**

**SHARES OF STOCK**

Section 1. The number of shares of stock is 100. Stock shall be owned and distributed to the owners as follows:

90 shares Cristian G. Balbontin (CGB)

5/1/10

1-3-A

10 shares Thomas R. Klenke (TRK)

Section 2. No additional shares may be authorized without the written consent of 100% of the current shareholders.

Section 3. In the event that CGB is incapable of participating as a Director of the Corporation due to death, injury or illness, TRK will have the option to purchase from CGB or his heirs, 39 shares for \$195,000 and 2 shares for a sum equal to greater of five times the net profit after tax times 2% or \$10,000

## **ARTICLE V**

### **DIRECTORS**

*The names and addresses of the Directors shall be:*

Cristian G. Balbontin  
150 Ocean Lane Drive  
Apt 8D  
Key Biscane, FL 33149

Thomas R. Klenke  
515 Sugarpine Dr  
Incline Village, NV 89451

## **ARTICLE VI**

### **Registered Agent**

The name and Florida street address of the registered agent is:

Cristian G. Balbontin  
150 Ocean Lane Drive  
Apt 8D  
Key Biscane, FL 33149

## **ARTICLE VII**

### **INCORPORATORS**

The name and address of the Incorporator is:

Cristian G. Balbontin  
150 Ocean Lane Drive  
Apt 8D  
Key Biscane, FL 33149

23-A  
5/1/10  
[Signature]

## **ARTICLE VIII**

### **DIRECTORS' AND OFFICERS' LIABILITY**

No director or officer of the corporation shall be personally liable to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer. However, this article does not eliminate or limit the liability of the director or officer for:

(a) Acts or omissions which involve intentional misconduct, fraud, or knowing violation of law

## **ARTICLE IX**

### **DISTRIBUTION OF PROFITS AND LOSSES**

Section 1: For purposes of clarity, as an S corporation, profits and losses must be allocated to shareholders proportionately to each one's interest in the business.

Section 2: Owners Salary

- a) CGB shall receive a salary of \$60,000 per year
- b) TRK shall receive a salary of \$10,000 per year
- c) In any year that the Company has more than \$120,000 in profit, TRK shall be entitled to a Performance Bonus equal to the lesser of \$50,000 or profit less \$120,000.

## **ARTICLE X**

### **SALE OR DISSOLUTION OF BUSINESS**

In the event of sale or dissolution of the business, the amount received less the outstanding liabilities of the Company (Proceeds) shall be distributed to the shareholders on a per share basis

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 5/11/10.



3-3-10  
5/11/10  
[Handwritten initials]