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NB | Ventures

david@nbventure.com

352.450.4375 (o)

352.317.6504 (c)

www.nbventure.com

2153 SE Hawthorne Road

Suite 103, Box 10

Gainesville, FL 32641

September 24, 2009

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

RE: EnerTOp, Inc.

Dear Madam/Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50 in payment for the following fees:

- \$35.00 Filing Fee
- \$35.00 Registered Agent Designation
- \$8.75 Certified Copy
- \$8.75 Certificate of Status

Should you have any questions, please contact the undersigned.

Regards,

NB Ventures, Inc.

David S. Massias, Esq.

Encl.

STATE OF FLORIDA)
)
ALACHUA COUNTY)

ARTICLES OF INCORPORATION OF
EnerTOp, Inc.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation pursuant to the provisions of Section 607.0202 of the Florida Statutes:

ARTICLE I
NAME

The name of the Corporation is EnerTOp, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business address of the Corporation is 2153 SE Hawthorne Road Suite 101, Gainesville, Florida 32641.

ARTICLE III
PURPOSE

The purpose is to engage in any and all activities or business permitted under the Act.

ARTICLE IV
CAPITAL STOCK

A. Common Stock.

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 5,000,000 shares to consist of: 2,500,000 shares of Class A Common Stock, par value \$1.00 per share (the "Class A Stock"); 2,500,000 shares of Class B Common Stock, par value \$1.00 per share (the "Class B Stock")(the "Class B Stock together with the Class A Stock, the "Common Stock").

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The relative rights, preferences and limitations of each class of Common Stock are as follows:

- (i) Dividends. Holders of the Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore.
- (ii) Voting. Each holder of Class A Common Stock shall be entitled to one vote per share, whether in person or by proxy, for each share of Common stock outstanding in his name on the transfer books of the Corporation. Each holder of Class B Common Stock shall not be entitled to vote.
- (iii) Ranking. The Common Stock shall share ratably in distributions upon liquidation, dissolution or winding up of the Corporation.
- (iv) Preemptive Rights.
 - (a) The shareholders of the Corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors, to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued Shares and treasury Shares upon the decision of the Board of Directors to issue them. For purposes of this Article, "Shares" means Common Stock and securities convertible into or carrying a right to subscribe for or acquire Common Stock.
 - (b) A shareholder may waive his or her preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.
- (v) Cumulative Voting. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

B. Preferred Stock.

In addition to the Common Stock, the Corporation shall have the authority, exercisable by its Board of Directors, to issue up to 5,000,000 shares of preferred stock, par value \$1.00 per share (the "Preferred Stock"), any part or all of which shares of Preferred Stock may be established and designated from time to time by the Board of Directors by filing an amendment to these Articles, which is effective without shareholder action, and any amendment or supplement thereto (a "Preferred Stock Designation"), in such series and with such preferences, limitations, and relative rights as may be determined by the Board of Directors. The number of authorized shares of Preferred Stock may be increased or

decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes of the Common Stock without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the preferred Stock Designation or Preferred Stock Designations establishing the series of Preferred Stock.

ARTICLE V
REGISTERED AGENT

The name and Florida Street address of the registered agent will be:

Steffen Rebennack
EnerTOP, Inc.
2153 SE Hawthorne Road Suite 101,
Gainesville, Florida 32641

ARTICLE VI
NAME OF INCORPORATOR

The name and address of the incorporator is:

Steffen Rebennack
EnerTOP, Inc.
2153 SE Hawthorne Road Suite 101,
Gainesville, Florida 32641

ARTICLE VII
DIRECTORS

The Corporation shall have a maximum of nine directors. The Board of Directors shall be divided into three classes to be known as Class I, Class II, and Class III, which shall be as nearly equal in number as possible. Except in case of death, resignation, disqualification, or removal for cause, each director of the Corporation shall serve for a term ending on the date of the third annual meeting of shareholding following the annual meeting after his appointment provided, however, that each initial director of the Corporation in Class I shall hold office until the first annual meeting of the shareholders after his appointment; each initial director of the Corporation in Class II shall hold office until the second annual meeting of shareholders after his appointment; and each initial director of the Corporation in Class III shall hold office until the third annual meeting of shareholders of the Corporation after his election. The Initial Director of the Corporation shall be Niko Iliadis.

ARTICLE VIII
EXCLUSION OF APPLICATION OF SECTION 607.0902
OF THE FLORIDA BUSINESS CORPORATION ACT

Section 607.0902 of the Florida Business Corporations Act does not apply to the Corporation, including, without limitation, such section does not apply to control-share acquisitions, as defined in such section, of the Common Stock, Preferred Stock or other shares of the Corporation.

ARTICLE IX
VOTING PROVISIONS

For the following actions by the Corporation to be submitted to the vote of the shareholders, 66-2/3% of the directors must vote in favor of submitting the action to the shareholders:

- (i) sale of substantially all of the assets of the Corporation;
- (ii) liquidation of the Corporation; or
- (iii) the merger, consolidation or reorganization of the Corporation;

provided, however, that the approval of a merger, consolidation or reorganization of the Corporation shall also require the vote of 66-2/3% of the votes of the Common Stock.

ARTICLE X
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation is reserved exclusively to the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer has executed these Amended and Restated Articles of Incorporation on this 02 day of Sep, 2009.

By: 5 RB
Steffen Rebennack
Its: Incorporator / Registered Agent

REGISTERED AGENT ACCEPTANCE

Pursuant to Section 607.0501 of the Florida Business Corporation Act, I, Steffen Rebennack, hereby accept my appointment as Registered Agent of **EnerTop, Inc.**, and am familiar with, and accept, the obligations of the position.



Steffen Rebennack

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TALLAHASSEE, FLORIDA