

P09000090114

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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*Amend*

03/26/12--01031--010 \*\*52.50

FILED  
2012 MAR 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ASR*  
*3/27/12*

Articles of Amendment  
to  
Articles of Incorporation  
of

Carbon Offset Partners US, Inc.

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

P09000090114

(Document Number of Corporation (if known))

FILED  
2012 MAR 26 PM 1:11  
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**)

3825 Henderson Blvd

Suite 605-F

Tampa, Florida 33629

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

3825 Henderson Blvd

Suite 605-F

Tampa, Florida 33629

**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

3825 Henderson Blvd Suite 605-F

(Florida street address)

New Registered Office Address:

Tampa

(City)

, Florida 33629

(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)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change ___ Add ___ Remove	<u>P</u>	<u>Patricia C. Cooper-Carrier</u>	<u>3825 Henderson Blvd</u> <u>Suite 605-F</u> <u>Tampa, Florida 33629</u>
2) <u>X</u> Change ___ Add ___ Remove	<u>CEO</u>	<u>Joseph M. Carrier</u>	<u>3825 Henderson Blvd</u> <u>Suite 605-F</u> <u>Tampa, Florida 33629</u>
3) ___ Change <u>X</u> Add ___ Remove	<u>CFO</u>	<u>Terry J. McCann</u>	<u>3825 Henderson Blvd</u> <u>Suite 605-F</u> <u>Tampa, Florida 33629</u>
4) ___ Change <u>X</u> Add ___ Remove	<u>CTO</u>	<u>James D. Byers</u>	<u>3825 Henderson Blvd</u> <u>Suite 605-F</u> <u>Tampa, Florida 33629</u>
5) ___ Change <u>X</u> Add ___ Remove	<u>CSO</u>	<u>Megan M. Boush</u>	<u>3825 Henderson Blvd</u> <u>Suite 605-F</u> <u>Tampa, Florida 33629</u>
6) ___ Change <u>X</u> Add ___ Remove	<u>EVP</u>	<u>Benjamin Nyberg</u>	<u>3825 Henderson Blvd</u> <u>Suite 605-F</u> <u>Tampa, Florida 33629</u>

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

Article IV is hereby changed to reflect the following:

Article IV - The number of shares that the Corporation is authorized  
to issue is:

1,000,000

**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)*

N/A

The date of each amendment(s) adoption: March 21, 2012

Effective date if applicable: March 22, 2012

(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 March 22, 2012

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)

Joseph M. Carrier

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Carbon Offset Partners US, Inc.

DOCUMENT NUMBER: P09000090114

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

Please return all correspondence concerning this matter to the following:

Joseph M. Carrier

Name of Contact Person

Carbon Offset Partners US, Inc.

Firm/ Company

3825 Henderson Blvd Suite 605-F

Address

Tampa, Florida 33629

City/ State and Zip Code

jcarrier@carbonoffsetpartners.us

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

For further information concerning this matter, please call:

Joseph M. Carrier

Name of Contact Person

at ( 813 ) 281-8032 ext 1003

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