

P100000417289

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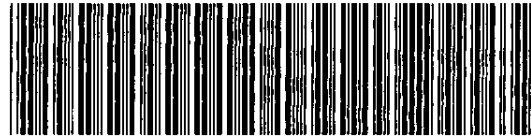
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*Amend*  
*4/13/11*

2011 APR 11 AM 10:23  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED

LAW OFFICE of  
MICHAEL DIGIOVANNA  
103 CARNEGIE CENTER, SUITE 300  
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Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

April 8, 2011

Re: Green States Energy, Inc.  
(P1000047289)

Dear Sir or Madam:

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to:

Michael DiGiovanna  
Attorney at Law  
103 Carnegie Center, Suite 300  
Princeton, New Jersey 08540

For further information on this matter please call:

Michael DiGiovanna 609-799-7525

Enclosed is a check for \$43.75 for the filing fee and a certified copy made payable to the Florida Department of State.

Yours truly,



Michael D. DiGiovanna

**Articles of Amendment  
To The  
Articles of Incorporation  
Of  
Green States Energy, Inc.**

FILED  
2011 APR 11 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act ("FBCA"), Green States Energy, Inc a Florida corporation (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Green States Energy, Inc.
2. The Corporation was incorporated in the State of Florida on June 3, 2010, and assigned Document Number P1000047289.
3. Article IV of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

A. The number of shares the Corporation is authorized to issue is 70,000,000, par value \$.001, consisting of 50,000,000 shares of Common Stock and 20,000,000 shares of Preferred Stock."

B. Of such number of shares of Preferred Stock:

1. 80,000 shares shall be designated Series A Preferred Stock having the voting powers, designation preferences, power, and other rights as set forth in Article IV (C) hereof; and

2. The balance of 19,920,000 shares of Preferred Stock may be issued in one or more classes or series of Preferred Stock by resolution or resolutions from time to time of the board of directors which board of directors is hereby empowered to authorize and fix the voting powers, full or limited or no voting powers, and such designations, powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to each such class or series of Preferred Stock (including, without limitation, liquidation preferences, dividend rates, conversion rights and redemption provisions), and the number of shares constituting each such class or series, and to increase or decrease the number of shares of any such class or series to the extent permitted by the FBCA.

C. The Series A Preferred Stock shall have designations, powers, preferences, voting rights and rights, and the qualifications, limitations or restrictions as are set forth below:

1. CERTAIN DEFINITIONS.

“**Holder**” shall mean any Person or Persons to whom the Series A Preferred Stock is issued or subsequently transferred in accordance with the provisions hereof.

“**Junior Stock**” shall mean, any security which does not have the dividend and liquidation right of the Series A preferred Stock as set forth herein.

“**Liquidation Preference**” shall mean, with respect to a Holder of the Series A Preferred Stock, an amount equal to the aggregate Stated Value of the Series A Preferred Stock held by such Holder plus the aggregate of all accrued and unpaid dividends, if any, (whether or not earned or declared, whether or not there were funds legally available for the payment of dividends) on such Holder’s shares of Series A Preferred Stock until the actual date on which the Liquidation Preference is triggered.

“**Person**” or “**Persons**” shall mean an individual, corporation, partnership, limited liability company, association, trust or other entity organization, including a government or political subdivision or an agency or instrumentality thereof.

“**Senior Stock**” shall mean, any class or series of stock of the Corporation possessing rights senior to the Series A Preferred Stock with respect to dividends and the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Corporation.

“**Stated Value**” shall mean, with respect to each share of Series A Preferred Stock, \$1.00.

2. **DIVIDENDS.** So long as any shares of Series A Preferred Stock shall be outstanding, the Corporation shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise (other than dividends payable in shares of the class or series upon which such dividends are declared or paid, together with cash in lieu of fractional shares) unless the Corporation shall declare a dividend upon the shares of Series A Preferred Stock and shall have set apart a sum of money sufficient for the payment of the aggregate maximum Redemption Amount as set forth herein.

3. **LIQUIDATION RIGHTS.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation’s stockholders (the “Available Funds and Assets”), shall be distributed to stockholders in the following manner:

The holders of each share of Series A Preferred Stock then outstanding shall be entitled to be paid out of the Available Funds and Assets and prior and in preference to any payment or distribution of any Available Funds and Assets, an amount per share that will provide the holders of all outstanding shares of Series A Preferred Stock with an aggregate distribution of the Liquidation Preference upon the then outstanding shares of the Series A Preferred Stock. If upon any liquidation, dissolution or winding up of the

Corporation the Available Funds and Assets shall be insufficient to permit the payment to the holders of the Series A Preferred Stock of their full Liquidation Preference, then all the remaining Available Funds and Assets shall be distributed among the holders of the then outstanding Series A Preferred Stock pro rata in proportion to the amount of stock owned by such holder. After payment has been made to the holders of the Series A Preferred Stock of the full liquidation preference to which such holders are entitled as set forth above, all remaining Available Funds and Assets shall be distributed among the holders of the then outstanding Common Stock.

#### 4. REDEMPTION.

(a) The following terms shall have the following meanings:

“Change of Control” shall refer to the purchase of 51% of outstanding shares of Common Stock of the Company.

“Mandatory Redemption Event” shall refer to any of the following occurrences: (i) the receipt by the Corporation of more than six million (\$6,000,000) in funds from the sale of equity securities in any one transaction; (ii) the Corporation has a profit of two million (\$2,000,000) net after taxes in any fiscal year; (iii) if the Company receives net proceeds of more than more than six million (\$6,000,000) in connection with a public offering and (iv) a Change of Control.

“Redemption Amount” shall refer to the following amounts: Year one--\$87,200; Year two--\$94,400; Year three--\$101,600.

(b) Upon any Mandatory Redemption Event, the Corporation, upon notice delivered to the Holder as provided in Paragraph 4 (c), must redeem, in cash, the Series A Preferred Stock at the Redemption Amount. Notwithstanding the foregoing, the Holder shall only redeem 51% of the shares of Series A Preferred Stock owned by the Holder upon redemption pursuant to a Change of Control.

(c) Notice of Redemption pursuant to Paragraph 4 shall be provided by the Corporation to the Holder in writing (by certified mail or overnight courier at the Holder's last address appearing in the Corporation's security registry) not less than 10 nor more than 15 days prior to the date of redemption, which notice shall specify such redemption date.

(d) Upon any redemption of the Series A Preferred Stock pursuant to Paragraph 4 of this Article IV C, the Holder shall either deliver the Series A Preferred Stock by hand to the Corporation at its principal executive offices or surrender the same to the Corporation at such address by express courier within 14 days after the date that the Holder receives payment therefore.

5. VOTING RIGHTS.

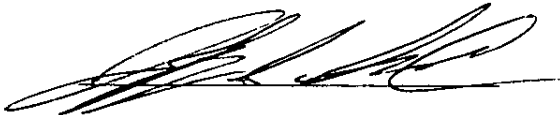
(a) The Holders shall have no voting power, except as otherwise provided by law or as set forth in this Paragraph 5 of Article IV (C).

(b) Without the consent of the Holders of at least fifty percent (50%) of the shares of Series A Preferred Stock then outstanding, given in writing or by vote at a meeting of stockholders called for such purpose, the Corporation will not (1) amend, alter or repeal any provision of the Certificate of Incorporation or this Certificate so as to adversely affect the rights, preferences or privileges of the Series A Preferred Stock; or (2) issue any Senior Stock or enter into a binding agreement to issue any Senior Stock (unless such binding agreement is conditioned upon obtaining the consent of the Holders of the Series A Preferred Stock as required by this paragraph).

4. The foregoing Amendment to the Articles of Incorporation was adopted and approved by the Board of Directors and by the Shareholders of the corporation, in accordance with section 607.1003 of the Florida Statutes, effective as of February 1, 2011.

5. The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Articles of Incorporation with the Florida Department of State.

**WHEREUPON**, this March 14, 2011 the Corporation has caused its President to execute these Articles of Amendment to Articles of Incorporation to be effective when filed.

A handwritten signature in black ink, appearing to read 'Jeffrey Lord', is written over a horizontal line.

Name Jeffrey Lord  
Title President