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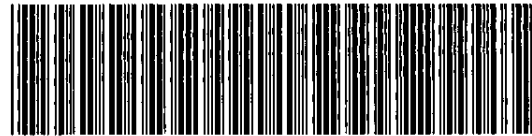
(Business Entity Name)

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*Amended E
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2011 NOV 17 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*DOE
11/18/11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Air 2 Water Industries, Inc.

DOCUMENT NUMBER: P10000071905

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

Please return all correspondence concerning this matter to the following:

Paul W. Richter

Name of Contact Person

PW Richter plc

Firm/ Company

3901 Dominion Townes Circle

Address

Richmond, Virginia 23223

City/ State and Zip Code

prosage@comcast.net

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

For further information concerning this matter, please call:

Paul W. Richter

Name of Contact Person

at (804) 644-2182

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

EXHIBIT A:
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
AIR2WATER INDUSTRIES, INC.

FILED
2011 NOV 17 PM 3:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation (the "Corporation") is: "Air2Water Industries, Inc."

ARTICLE II: TERM OF EXISTENCE

The Corporation shall have perpetual duration and existence.

ARTICLE III: OBJECTS AND POWERS

The nature of the Corporation's business, and its objects, purposes and powers are as follows:

3.01 The business of the Corporation shall be to (a) develop, produce, improve, modify, sell, lease, license, sublicense, distribute and otherwise commercially exploit water purification and water production products and technologies produced by the Corporation and others for drinking and other applications; and (b) to transact any business, to engage in any lawful act or activity and to exercise all powers permitted to corporations by the Florida Business Corporation Act (the "FBCA"). The enumeration herein of the objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes that the Corporation is empowered to exercise, whether expressly, by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

ARTICLE IV: CAPITAL STOCK

4.01 General. The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is 100,000,000 consisting of the following classes:

- (1) 85,000,000 Shares of common stock, \$0.001 par value per share ("Common Stock"); and
- (2) 15,000,000 Shares of preferred stock, \$0.01 par value per share ("Preferred Stock").

4.02 Preferred Stock. Shares of Preferred Stock may be issued for any purpose and in any manner permitted by law, in one or more distinctly designated series, as a dividend or for such consideration as the Corporation's Board of Directors may determine by resolution or resolutions from time to time adopted.

The Board of Directors is expressly authorized to fix and determine, by resolution or resolutions from time to time adopted prior to the issuance of any Shares of a particular series of Preferred Stock, the

designations, voting powers (if any), preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but without limiting the generality of the foregoing, the following:

(1) The distinctive designation and number of Shares of Preferred Stock that shall constitute a series, which number may from time to time be increased or decreased (but not below the number of Shares of such series then outstanding), by like action of the Board of Directors;

(2) The rate or rates and times at which dividends, if any, shall be paid on each series of Preferred Stock, whether such dividends shall be cumulative or non-cumulative, the extent of the preference, subordination or other relationship to dividends declared or paid, or any other amounts paid or distributed upon, or in respect of, any other class or series of Preferred Stock or other Shares;

(3) Redemption provisions, if any, including whether or not Shares of any series may be redeemed by the Corporation or by the holders of such series of Preferred Stock, or by either, and if redeemable, the redemption price or prices, redemption rate or rates, and such adjustments to such redemption price(s) or rate(s) as may be determined, the manner and time or times at which, and the terms and conditions upon which, Shares of such series may be redeemed;

(4) Conversion, exchange, purchase or other privileges, if any, to acquire Shares or other securities of any class or series, whether at the option of the Corporation or of the holder, and if subject to conversion, exchange, purchase or similar privileges, the conversion, exchange or purchase prices or rates and such adjustments thereto as may be determined, the manner and time or times at which such privileges may be exercised, and the terms and conditions of such conversion, exchange, purchase or other privileges;

(5) The rights, including the amount or amounts, if any, of preferential or other payments or distributions to which holders of Shares of any series are entitled upon the dissolution, winding-up, voluntary or involuntary liquidation, distribution, or sale or lease of all or substantially all of the assets of the Corporation; and

(6) The terms of the sinking fund, retirement, redemption or purchase account, if any, to be provided for such series and the priority, if any, to which any funds or payments allocated therefor shall have over the payment of dividends, or over sinking fund, retirement, redemption, purchase account or other payments on, or distributions in respect of, other series of Preferred Stock or Shares of other classes.

All Shares of the same series of Preferred Stock shall be identical in all respects, except there may be different dates from which dividends, if any, thereon may cumulate, if made cumulative.

4.03 Dividends. When, as, and if declared by the Board of Directors of the Corporation and to the extent permitted under applicable law and these Articles of Incorporation, as amended and/or restated, the Corporation shall pay dividends to the holders of Common Stock and the holders of Series A Preferred Stock, with the shares of Series A Preferred Stock participating equally with the shares of Common Stock on an as-converted to Common Stock basis. For the avoidance of doubt, as of the date of these Articles of Incorporation, as amended and/or restated, there shall be no accrued or declared but unpaid dividends with respect to any issued and outstanding series of Preferred Stock.

4.04 Rights, Warrants, Options, etc. The Board of Directors is expressly authorized to create and issue, by resolutions adopted from time to time, rights, warrants or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares, or other securities or indebtedness. The Board of Directors also is authorized expressly to determine the terms, including, without limitation, the time or times within which and the price or prices at which Shares may be purchased upon the exercise of any such right or option. The Board of Directors' judgment shall be conclusive as to the adequacy of the consideration received for any such rights or options.

4.05 No Preemptive Rights. No holder of any Shares of any kind, class or series shall have, as a matter of right, any preemptive or preferential right to subscribe for, purchase or receive any Shares of any kind, class or series or any Corporation securities or obligations, whether now or thereafter authorized.

4.06 Series A Convertible Preferred Stock, \$0.01 par value per share. Being duly authorized and approved by the Corporation's Board of Directors and its shareholders entitled to vote thereon, the following series of Preferred Stock shall have the following designations, preferences and rights:

(a) Designation and Authorized Shares. One Million (1,000,000) shares of Preferred Stock, par value \$0.01 per share, of the Corporation are hereby designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock").

(b) Stated Value. Each share of Series A Preferred Stock shall have a stated value of ten cents (\$0.10) per share (the "Stated Value").

(c) Voting. Except as otherwise expressly required by applicable laws, the shares of Series A Preferred Stock shall not have no voting rights. Except as otherwise required by law, and when and if the

holders of shares of Series A Preferred Stock shall be entitled under applicable laws to vote on any matters presented for or requiring shareholder approval, then the holders of shares of Series A Preferred Stock shall vote together with the holders of Common Stock on all such matters and shall not vote as a separate class.

(d) Conversion.

(i) *Conversion Right.* Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date such share was issued, and without the payment of additional consideration by the holder thereof, into two (2) shares of Common Stock.

(ii) *Conversion Procedure.* In order to exercise the conversion privilege under this Section 4.06(d), the holder of any shares of Series A Preferred Stock to be converted shall give written notice to the Corporation at its principal executive offices that such holder elects to convert such shares of Series A Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice. At such time as the certificate or certificates representing the Series A Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to this Section 4.06(d). In case of conversion under this Section 4.06(d) of only a part of the shares of Series A Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series A Preferred Stock which have not been converted. Until such time as the certificate or certificates representing Series A Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series A Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series A Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series A Preferred Stock have been converted. The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series A Preferred Stock.

(e) Other Provisions.

(i) *Reservation of Common Stock.* The Corporation shall at all times reserve from its authorized Common Stock, one hundred percent (100%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series A Preferred Stock, ignoring any conversion limits set forth herein.

(ii) *Record Holders.* The Corporation and its transfer agent, if any, for the Series A Preferred Stock may deem and treat the record holder of any shares of Series A Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

(f) *Certain Adjustments.*

(i) *Stock Dividends and Stock Splits.* If the Corporation, at any time while any shares of the Series A Preferred Stock are outstanding: (A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock, (B) subdivide outstanding shares of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, then each share of Series A Preferred Stock shall receive such consideration as if such number of shares of Series A Preferred Stock had been, immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section 4.06(f) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification.

(ii) *Fundamental Transaction.* If, at any time while any of the shares of the Series A Preferred Stock are outstanding, (A) the Corporation effects any merger or consolidation of the Corporation with or into another person, (B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions, (C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property, or (D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of the shares of the Series A Preferred Stock, the holders thereof shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

ARTICLE V: REGISTERED AGENT

The Corporation's registered office and initial registered agent at that address shall be:

Howard Ullman
5000 Thoroughbred Lane
Southwest Ranches, Florida 33330
Located in Broward County

ARTICLE VI: BOARD OF DIRECTORS

6.01 Number. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, each of whose members shall have the qualifications, if any, set forth in the Bylaws, and who need not be residents of the State of Florida. The number of directors of the Corporation (exclusive of directors to be elected by the holders of any one or more series of Preferred Stock voting separately as a class or classes) that shall constitute the whole Board of Directors shall be between 1 and 9, with the exact number determined from time to time by resolution adopted by the affirmative vote of at least two-thirds (66 2/3%) of the Board of Directors.

6.02 Vacancies. Any vacancies in the Board of Directors for any reason, and any newly created directorships resulting from any increase in the number of directors, may be filled only by the Board of Directors, acting by a affirmative vote of (i) at least 66 2/3% of the directors then in office, although less than a quorum, or if no directors remain, then by the affirmative vote of not less than 66 2/3% of the "Voting Shares" (which term shall mean the Shares entitled to vote generally in the election of directors), and any directors so chosen shall hold office until the next election of directors that they have replaced and until their successors have been elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of shareholders and vacancies created with respect to any directorship of the directors so elected shall be filled in the manner specified by the designation of rights and preferences for such series of Preferred Stock. Subject to the foregoing, at each annual meeting of shareholders, the successors to the directors whose term is then expiring shall be elected to hold office for a term expiring at the next succeeding annual meeting of shareholders and until their successors have been elected and qualified by such next succeeding annual meeting of shareholders.

6.03 Nominations. In addition to the right of the Corporation's Board of Directors to make nominations for the election of directors, nominations for the election of directors may be made by any shareholder entitled to vote generally in the election of directors if that shareholder complies with all of the provisions of this Section 6.03.

(1) Advance notice of such proposed nomination shall be received by the Secretary of the Corporation (a) with respect to an election of directors to be held at an annual meeting, not less than 60 days nor more than 90 days prior to the anniversary of the last annual meeting of Corporation shareholders (or, if the date of the annual meeting is changed by more than 20 days from such anniversary date, within 10 days after the date that the Corporation mails or otherwise gives notice of the date of such meeting) and (b) with respect to an election to be held at a special meeting called for that purpose, not later than the close of the tenth day following the date on which notice of the meeting was first mailed to shareholders.

(2) For purposes of this Article VI, the following terms shall have the meanings set forth below:

(a) "Beneficially Owned," "Beneficially Own(ed)" and "Beneficial Ownership" shall mean ownership determined by reference to the Corporation's official stock ledgers and ownership records (including any records of a transfer agent), or a Person who can establish that such Person has, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of, such securities; and/or, or (ii) investment power which includes the power to dispose, or to direct the disposition of, such securities.

(b) "Person" shall mean any individual, group, partnership, trust, firm, joint venture, corporation, company, limited liability company, syndicate, partnership or limited partnership of any kind, organization, association, or other entity (other than the Corporation or any Subsidiary of the Corporation).

(c) "Affiliate" of, or a Person "affiliated with," a specified Person, shall mean a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under the common control with, the Person specified. The words "control," "controlled," and "under the control" shall have the meanings set forth in U.S. Securities and Exchange Commission or "SEC" Rule 405 under the Securities Act of 1933, as amended, and any successor rule or law.

(d) The terms "Associate" or "associated with," as used to indicate a relationship, with any Person, mean: (i) any corporation, partnership or limited partnership of any kind, limited liability company, business trust, other company, joint venture, enterprise, syndicate, organization or other entity (other than the Corporation or any of Subsidiary of the Corporation) of which the Person is an officer, director, member, or

partner, trustee or similar fiduciary, or is directly or indirectly the Beneficial Owner of 10% or more of the issued and outstanding equity voting securities thereof; or (ii) any trust or other estate in which such Person has a 10% or greater Beneficial Ownership or as to which such Person serves as a trustee or in a similar fiduciary capacity; or (iii) any relative or spouse of such Person, or any relative or spouse of such spouse who has the same home as such Person, or (iv) any investment company registered under the Investment Company Act of 1940 for which such Person or any Affiliate or Associate of such Person serves as an investment adviser or investment manager.

(e) "Subsidiary" means any corporation, company, limited liability company, partnership or limited partnership of any kind, business trust, syndicate, organization, association, enterprise, joint venture or other entity of which the Corporation Beneficially Owns or controls more than fifty percent (50%) of the aggregate voting power (for purposes of this Section 6.2(e), "voting power" means the total votes entitled to vote on any matter presented or requiring equityholder or shareholder voting).

(3) Each notice under this Section 6.03 (1) shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee during the past five years, (iii) the number of Shares which are Beneficially Owned by each such nominee; (iv) whether such person or persons are or have ever been at any time directors, officers or beneficial owners of 5% or more of any class of capital stock, partnership interests or other equity interest of any Person and if so a description thereof; any directorships or similar position, and/or Beneficial Ownership of 5% or more of any class of capital stock, partnership interests or other equity interest held by such person or persons in any Person with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or subject to the requirements of Section 15(d) of the Exchange Act or any company registered as an investment company under the Investment Company Act of 1940, as amended; (v) whether, in the last five years, such person or persons are or have been convicted in a criminal proceeding or have been subject to a judgment, order, finding or decree of any federal, state or other governmental, regulatory or self-regulatory entity, concerning any violation of federal, state or other law, or any proceeding in bankruptcy, in order to evaluate the ability or integrity of the nominee; (vi) the name and address of the nominator and the number of Shares Beneficially Owned by the nominator, and a written confirmation that the nominator is and will remain a shareholder of the Corporation through the shareholders meeting at which the nominee will stand for election; (vii) represent that the nominator intends to appear in person or by proxy at the shareholders meeting to make such nomination, (viii) full disclosure of the existence and terms of all agreements and understandings, between the nominator or any other person and the nominee with respect to the nominee's nomination to, or possible election to and service on the Corporation's Board of Directors, or a confirmation that there are no such arrangements or

understandings; (ix) the written consent of each such nominee to serve as a director if elected; and (x) any other information reasonably requested by the Corporation.

(4) The nomination made by a shareholder may only be made in a meeting of the shareholders of the Corporation called for the election of directors at which such shareholder is present in person or by proxy, and can only be made by a shareholder who has therefore complied with the notice provisions of Sections 6.03 (1) and (3) above. The foregoing provisions are not intended to and shall not limit the responsibilities of any nominator or nominees, or their respective Affiliates or Associates responsibilities under applicable law, including, without limitation, federal and state securities laws.

(5) The chairman of the shareholders' meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedures, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded. The Corporation's Nominating Committee, or if none, then the full Board of Directors of the Corporation, shall evaluate any proper nomination and may, in its discretion, make a recommendation thereon to the shareholders.

6.04 Removal. Directors may be removed only "for cause" and then upon the affirmative vote of at least 66 2/3 % of all Voting Shares at a meeting duly called and held for that purpose upon not less than 30 days' prior written notice to shareholders entitled to vote thereon. "For cause" shall mean the director in question has: (a) been convicted of a felony, or misdemeanor evincing moral turpitude, and there is not available appeal from such conviction; (b) failed to attend at least fifty percent (50%) of the duly called and noticed meeting of the Corporation's Board of Directors in any calendar year in which the director was a director for all twelve months and said director received at least 48 hours' prior written notice of each such board meeting; (c) repeatedly defamed under applicable laws or made unfounded disparaging public statements about the Corporation or its products, or has in bad faith, intentionally engaged in acts that clearly and unfairly undermine the public business reputation of the Corporation; provided, however, that this provision will not apply to good faith statements made in any pleading or statement made in a legal, arbitration, investigative or administrative proceeding in which the Corporation is a party; (d) been barred by any competent governmental entity from being associated with or affiliated with any public company; (e) intentionally violated the Corporation's published policies governing the conduct of directors of the Corporation (including any sexual misconduct policy) or intentionally and in bad faith breached any written agreement with the Corporation and failed to timely remedy such breach; (f) engaged in any act of self dealing or malfeasance that constitutes a clear breach of any of the director's fiduciary duties owed to the Corporation or its shareholders; (g) engaged in any act or conduct that would constitute an unfair business practice or a related actionable tort against the Corporation under applicable laws; (h) violated any legal

restrictions on the trading of the Company securities; (i) engaged in any unauthorized use of Corporation assets or property or failure to return Corporation assets or property within a reasonable period after receipt of a written demand from the Corporation; or (j) engaged in any other conduct or act that would bar the director from serving on the Corporation's Board of Directors under applicable laws.

ARTICLE VII: PROVISIONS RELATING TO BUSINESS COMBINATIONS

The Florida Control Share Act and any successor law shall not apply to the Corporation.

ARTICLE VIII: SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by law, the following provisions for regulation of the Corporation, its directors and shareholders are hereby established:

8.01 Bylaws. The Corporation's Board of Directors is authorized and empowered, upon the affirmative vote of at least two-thirds (66 2/3%) of the directors of the Corporation's Board of Directors, to amend, alter, change or repeal any and all of the Corporation's Bylaws and to adopt new Bylaws, including, without limitation, establishing the exact number of directors to be fixed by resolution adopted by the Board of Directors from time to time consistent with Section 6.01 of these Articles of Incorporation. The shareholders may also amend the Bylaws by the affirmative vote of at least two-thirds (66 2/3%) of all Voting Shares.

8.02 Shareholder Action by Consent. Any action may be taken by a shareholder meeting may be taken by written consent except as may be provided in these Articles of Incorporation or the designation of the preferences, limitations and relative rights of any series of the Corporation's Preferred Stock.

8.03 Shareholder Requests for Special Meetings. The Corporation will hold a special meeting of shareholders on a proposed issue or issues at the request of shareholders only upon the receipt from the holders of half (50%) of all the votes entitled to be cast on the proposed issue or issues of signed, dated written demands for the meeting describing the purpose for which it is to be held.

ARTICLE IX: SHAREHOLDER PROPOSALS

9.01 Proposals. In addition to the right of the Corporation's Board of Directors to submit proposals for a shareholder vote, proposals for a shareholder vote may be made in connection with any annual meeting

of Corporation shareholders by any holder of Voting Shares ("Proponent") entitled to vote generally in the election of directors if that shareholder complies with all of the provisions of this Section 9.01.

(1) Advance notice of such proposal shall be received by the Secretary of the Corporation (a) with respect to an annual meeting, not less than 60 days nor more than 90 days prior to the anniversary of the last annual meeting of Corporation shareholders (or, if the date of the annual meeting is changed by more than 20 days from such anniversary date, within 10 days after the date that the Corporation mails or otherwise gives notice of the date of such meeting) and (b) with respect to a special meeting, not later than the close of the tenth day following the date on which notice of the meeting was first mailed to shareholders.

(2) Each notice under Section 9.01(1) shall set forth (i) the names and business addresses of the Proponent and all persons acting in concert with the Proponent, (ii) the name and address of the Proponent and persons identified in clause (i), as they appear on the Corporation's books (if they so appear); (iii) the class and number of Voting Shares of the Corporation that are beneficially owned by the Proponent and the persons identified in clause (i); (iv) a description of the proposal containing all material information relating thereto; and (v) such other information as the Board of Directors reasonably determines is necessary or appropriate to enable the Board of Directors and shareholders of the Corporation to consider the proposal.

(3) proposal made by a shareholder may only be made in a meeting of the shareholders of the Corporation at which such shareholder is present in person or by proxy, and can only be made by a shareholder who has therefore complied with the notice provisions of Sections 9.01(1) and (2), and is subject further to compliance with all applicable laws, including, without limitation, federal and state securities laws.

(4) The Chairman of the shareholders' meeting may, if the facts warrant, determine and declare to the meeting that a proposal was not made in accordance with the foregoing procedures, and if he should so determine, he shall so declare to the meeting and the defective proposal shall be disregarded.

ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or these Articles, and all rights conferred upon shareholders herein are granted subject to this reservation. These Articles of Incorporation may be amended as provided by law; *provided, however*, that the affirmative vote of the holders of two-thirds (66 2/3%) of all of the Voting Shares outstanding and entitled to vote shall be required to approve any change of Articles VI, VII, IX and X of these Articles of Incorporation.

ARTICLE XI: INCORPORATOR

The name and address of the incorporator is Howard Ullman, whose address is 5000 Thoroughbred Lane, Southwest Ranches, Florida 33330, located in Broward County.

In accordance with Section 607.1007 of the Florida Statutes, the articles of incorporation of Air2Water Industries, Inc., a Florida corporation, as approved by shareholders on November 15, 2011, are hereby amended and restated to read in their entirety as set forth above.

Air2Water Industries, Inc.

By:



Howard Ullman, Chief Executive Officer & President
5000 Thoroughbred Lane
Southwest Ranches, Florida 33330
Telephone: (954) 261-6304

REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the above Amended and Restated Articles of Incorporation and certificate, I am familiar with the duties of and accept the appointment as registered agent and I agree to act in this capacity for Air2Water Industries, Inc.

By:


Howard Ullman

November 15, 2011

Articles of Amendment
to
Articles of Incorporation
of

Air2Water Industries, Inc.

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

P10000071905

(Document Number of Corporation (if known))

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**)

5000 SW 52nd Street
Bay 513
Davie, FL 33314

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

same as above

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: _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

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

The corporation is amending its articles of incorporation to: (1) authorize and create a new class of serial preferred stock; Series A Convertible Preferred Stock, \$0.001 par value per share, and to restate the articles without any further changes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit A, which contains the designation, rights, preferences and obligations of the Series A Convertible Preferred Stock, \$0.001 par value.; and

(2) Delete Article VI in its entirety and replace it with new Article VI as set forth in Exhibit A hereto, which new Article VI eliminates the additional voting requirements imposed by Article VII of the Articles of Incorporation and adopts a straight 66 2/3% or greater vote requirement for appointment of directors to fill vacancies and to remove directors. The deleted provisions of Article VI were required by the Control Share Act provisions of Article VII of the Articles of Incorporation, which are also deleted and restated as set forth below; and

(3) Delete Article VIII of the Articles of Incorporation and replace them with new Article VII, which new Article VIII eliminates the application of the Florida Control Act to the Corporation; and

(4) Article 8.01 has been amended to remove the requirement that at least two thirds of the "Whole Board of Directors" and a majority of "Continuing Directors" vote to amend, repeal, alter or change the Bylaws and insert (as set forth in Exhibit A hereto) that such action be approved by an affirmative vote of at least two thirds of the directors of the Board of Directors, which change is necessitated by removing the Control Share Act provisions formerly in Article VII; and

(5) Article 8.02 has been deleted and replaced with new Article 8.02 that allows shareholder action by written consent. The existing section bars action by written consent.

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: November 15, 2011

Effective date if applicable: (upon filing and acceptance)

(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 November 15, 2011

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)

Howard Ullman

(Typed or printed name of person signing)

Chief Executive Officer and President, Chairman of the Board

(Title of person signing)