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Division of Corporations

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PERFORMANCE POWER MATERIALS, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PERFORMANCE POWER MATERIALS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts this amendment to its Articles of Incorporation dated August 29, 2011, as amended:

First: The name of the corporation is Performance Power Materials, Inc. and its Document Number is P11000076571.

Second: That the Amended and Restated Certificate of Designation of Series A Preferred Stock contained in the Articles of Amendment to Articles of Incorporation filed September 12, 2013 is deleted in its entirety and the attached Amended and Restated Certificate of Designation of Series A Preferred Stock is substituted in lieu thereof.

Third: The foregoing amendment to the Articles of Incorporation of the Corporation was adopted and approved by Action by Written Consent of the Board of Directors and the Shareholders of the Corporation dated October 8, 2013. Shareholder votes were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 21st day of November, 2013, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

Performance Power Materials, Inc.

By:


John Bohmer, President

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**AMENDED AND RESTATED CERTIFICATE OF DESIGNATION
OF
SERIES A PREFERRED STOCK
OF
PERFORMANCE POWER MATERIALS, INC.**

Performance Power Materials, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to its Articles of Incorporation, as amended, and Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, that the Corporation's board of directors has duly adopted the following resolution to amend and restate the Certificate of Designation of Series A Preferred Stock of the Corporation in its entirety as follows:

RESOLVED, that of the 41,000 shares of preferred stock authorized to be issued by the Corporation, 19,000 shares are hereby designated as Series A Preferred Stock, no par value (the "Series A Preferred"), and the Corporation hereby amends the powers, designations, preferences and rights, and the qualifications, limitations or restrictions of the Series A Preferred as follows:

1. Definitions. As used in this Amended and Restated Certificate of Designation of Series A Preferred Stock of the Corporation (this "Certificate"), the following terms have the respective meanings specified below:

"Available Funds and Assets" shall have the meaning ascribed in Section 3 of this Certificate.

"Board" means the board of directors of the Corporation.

"Articles of Incorporation" means the Corporation's articles of incorporation, as amended by this Certificate of Designation and as further amended from time to time.

"Capital Stock" means all shares of the Corporation's capital stock, including Series A Preferred, Series B Preferred, Class A Voting Common Stock, Class B Non-Voting Common Stock and any other series or class of stock or securities subsequently authorized by the Corporation or its shareholders or any securities convertible into any series or class of stock.

"Class A Voting Common Stock" means the Corporation's Class A voting common stock, no par value.

"Class B Non-Voting Common Stock" means the Corporation's Class B non-voting common stock, no par value.

"Common Stock" means Class A Voting Common Stock and Class B Non-Voting Common Stock, collectively.

"Liquidation Event" means the dissolution, liquidation or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the sale of all or substantially all of

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the Corporation's assets or any consolidation or merger of the Corporation with or into any other entity or similar transaction.

"Person" means any individual, partnership (whether general or limited), joint venture, firm, corporation, limited liability company, association, trust or other enterprise (whether or not incorporated), or governmental authority.

"Series B Preferred" means the Series B Preferred Stock of the Corporation, no par value.

2. Dividends.

(a) Until Series A Preferred shareholders receive aggregate dividends in the amount of \$1,040,000, the Corporation may not pay or declare dividends on any other shares of the Corporation's Capital Stock.

(b) After the automatic conversion of Series A Preferred described in Section 6 below, the former Series A Preferred shareholders, whose shares of Series A Preferred automatically converted to Class A Voting Common Stock, shall have the right to immediately participate in any dividends declared and/or paid to holders of the Corporation's Common Stock, regardless of whether such Common Stock dividends were declared prior to the time of such automatic conversion.

3. Liquidation Events. Upon the occurrence of a Liquidation Event, the funds and assets of the Corporation that may be legally distributed to the Corporation's shareholders (the "Available Funds and Assets") shall be distributed to the Corporation's shareholders in the following manner:

(a) Liquidation Preference. Holders of the then-outstanding shares of Series A Preferred shall be entitled to be paid, out of the Available Funds and Assets, and prior to and in preference to any payment or distribution (or any setting apart of any payment or distribution) of any Available Funds and Assets to holders of any other shares of Capital Stock ranking junior to the Series A Preferred upon the occurrence of a Liquidation Event, a total aggregate amount equal to \$1,040,000, less the sum of any prior dividends or distributions actually paid to Series A Preferred shareholders by the Corporation, plus a sum equal to all declared but unpaid dividends, if any, on each such share of Series A Preferred. If, upon the occurrence of a Liquidation Event, the Available Funds and Assets shall be insufficient to permit the payment to holders of Series A Preferred of their full preferential amounts described in this Section 3(a), then all remaining Available Funds and Assets shall be distributed ratably among the holders of Series A Preferred.

(b) Remaining Assets After Preferential Payments. If there are any Available Funds and Assets remaining after the payment or distribution (or the setting aside for payment or distribution) to the holders of the Series A Preferred of their full preferential amounts described in Section 3(a) above, then all Series A Preferred shall automatically convert to Class A Voting Common Stock in accordance with Section 6 below and all such remaining Available Funds and

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Assets shall be distributed to the holders of the then-outstanding Common Stock ratably according to the number of shares of Common Stock held by such holders.

(c) Non-Cash Distributions. If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the Board shall determine in its reasonable judgment the value of the assets to be distributed.

4. Voting Rights. On all matters to come before the shareholders of the Corporation, the holders of Series A Preferred shall have that number of votes per share (rounded to the nearest whole share) equal to the product of (a) the number of shares of Series A Preferred held on the record date for the determination of the holders of the shares entitled to vote (the "Record Date"), or, if no Record Date is established, at the date such vote is taken or any written consent of shareholders is first solicited, and (b) 2.79. Except as otherwise expressly provided by this Certificate or by applicable law, the holders of Series A Preferred shall vote together with the holders of the outstanding shares of Capital Stock (other than holders of Class B Non-Voting Common Stock), and not as a separate class, series or voting group.

5. Protective Provisions. In addition to voting rights provided by Section 4 above, the consent of the holders of a majority of the then-outstanding shares of Series A Preferred, given in person or by proxy, either in writing or by vote at a meeting called for that purpose at which the holders of the Series A Preferred shall vote as a separate class, shall be required for any action that amends or repeals any provision of, or adds any provision to, the Articles of Incorporation if such action would adversely alter or change the rights, preferences, privileges, powers or restrictions of the shares of Series A Preferred so as to adversely affect such shares separately as a class. For the avoidance of doubt, and not for purposes of limitation, the holders of Series A Preferred shall have the right to vote as a separate class, series or voting group in connection with or related to (a) any increase or decrease in the total number of authorized shares of any class of Capital Stock; or (b) the creation of any new class or series of stock or any other securities convertible into equity securities of the Corporation having a preference over or being on parity with the Series A Preferred with respect to any matter.

6. Automatic Conversion. At the time the Series A Preferred shareholders receive a cumulative total of \$1,040,000 in dividends and/or distributions paid by the Corporation, the Series A Preferred shall automatically convert, without any further action by the Corporation, Board, or the Corporation's shareholders, to Class A Voting Common Stock on a one to one (1:1, the "Conversion Ratio") basis, provided however, that the Conversion Ratio shall automatically adjust to account for, and at the time of, any stock split, stock dividend, recapitalization or other issuances of any Capital Stock, in each case such that after the automatic conversion contemplated by this Section 6, the former Series A Preferred shareholders will collectively own twenty-four percent (24%) of the issued and outstanding Common Stock on a fully-diluted basis (exclusive of any other Common Stock owned by such shareholders prior to such conversion). The Corporation shall, at all times ensure that an adequate number of shares of Class A Voting Common Stock remain authorized for issuance upon conversion of the Series A Preferred hereby.

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7. Notices. All notices and other communications required or permitted under this Agreement shall be in writing and shall be (as elected by the person giving such notice) hand delivered by messenger or courier service or mailed by registered or certified mail (postage prepaid), return receipt requested, to the receiving party at the address appearing on the records of the party sending the notice (which address may be changed by a notice complying with the foregoing). Each communication shall be deemed to have been delivered (a) on the date delivered, if by messenger or courier service and (b) either upon the date of receipt or refusal of delivery, if mailed. Any party may change its address for purposes of this paragraph by giving notice of the new address to each of the other parties in the manner set forth in this Section.

8. Amendment. Any term relating to the Series A Preferred may be amended and the observance of any term relating to the Series A Preferred may be waived (either generally or in a particular instance and either retroactively or prospectively) only with the vote or written consent of the Board and the holders of a majority of the then-outstanding Series A Preferred. Any amendment or waiver so effected shall bind the Corporation and any then-current or future holder of shares of Series A Preferred.

9. Conflict. In the event of a conflict between the provisions of this Certificate and the provisions of the Articles of Incorporation as in effect prior to the filing of this Certificate, the provisions of this Certificate shall govern and control.

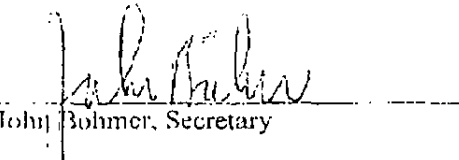
THE UNDERSIGNED, being an authorized officer of the Corporation, for the purpose of amending the Corporation's Articles of Incorporation, does make this Amended and Restated Certificate of Designation of Series A Preferred, hereby acknowledging, declaring, and certifying that the foregoing amendment of the Corporation's Articles of Incorporation by this Amended and Restated Certificate of Designation of Series A Preferred Stock is the act and deed of the Corporation and that the facts herein stated are true, and have accordingly hereunto set my hand this 8 day of October, 2013.

PERFORMANCE POWER MATERIALS, INC.

By:


John Bohmer, President

I, John Bohmer, Secretary of Performance Power Materials, Inc. hereby acknowledge on behalf of Power Performance Materials, Inc. that the foregoing Amended and Restated Certificate of Designation of Series A Preferred Stock is the corporate act of such corporation and all amendments contained herein were duly adopted by the shareholders of such corporation on October 8, 2013. The number of votes cast for the amendments were sufficient for approval and they were duly approved, adopted and confirmed in all respects.

Date: October 8, 2013
John Bohmer, Secretary

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