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**FLORIDA PROFIT/NON PROFIT CORPORATION
RENCO WORLD CORPORATION**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
RENCO WORLD CORPORATION**

ARTICLE I

The name of the corporation is Renco World Corporation (the "Corporation").

ARTICLE II

The street address of the Corporation's initial registered office is 515 East Park Avenue Tallahassee, FL 32301, and the name of its initial registered agent at such office is NRAI Services, Inc.

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is Renco World Corporation, 40 Star Island Drive, Miami, Florida 33139, c/o Engin Yesil.

ARTICLE IV

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE V

A. Classes of Stock. The Corporation is authorized to issue shares of capital stock to be designated, respectively, "Class A Common Stock" and "Class B Common Stock". The total number of shares of capital stock that the Corporation is authorized to issue is 1,000,000,000 shares, consisting of 950,000,000 shares of Class A Common Stock, par value \$0.01 per share, and 50,000,000 shares of Class B Common Stock, par value \$0.01 per share. The Class A Common Stock and Class B Common Stock are referred to collectively as the "Common Stock".

B. Rights of Class A Common Stock and Class B Common Stock. The relative powers, rights, qualifications, limitations and restrictions granted to or imposed on the shares of the Class A Common Stock and Class B Common Stock are as follows:

1. Voting Rights.

(a) **General Right to Vote Together.** Except as otherwise expressly provided herein or required by applicable law, the holders of Class A Common Stock and Class B Common Stock shall vote together as one class on all matters submitted to a vote of the shareholders.

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(b) Votes Per Share. Except as otherwise expressly provided herein or required by applicable law, on any matter that is submitted to a vote of the shareholders, each holder of Class A Common Stock and each holder of Class B Common Stock shall be entitled to one (1) vote for each such share and shall otherwise have the rights conferred by applicable law in respect of such shares.

2. Identical Rights. Except as otherwise expressly provided herein or required by applicable law, shares of Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters, including, without limitation:

(a) Dividends and Distributions. Shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any Distribution paid or distributed by the Corporation, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class; *provided, however*, that in the event a Distribution is paid in the form of Class A Common Stock, Class B Common Stock or Common Stock (or Rights to acquire such stock), then holders of Class A Common Stock shall receive Class A Common Stock (or Rights to acquire such stock, as the case may be) and holders of Class B Common Stock shall receive Class B Common Stock (or Rights to acquire such stock, as the case may be).

(b) Subdivision or Combination. If the Corporation in any manner subdivides or combines the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other such class shall be subdivided or combined in the same proportion and manner, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.

(c) Equal Treatment in a Change of Control or any Merger Transaction. In connection with any Change of Control Transaction, shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any consideration into which such shares are converted or any consideration paid or otherwise distributed to shareholders of the Corporation, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class. Any merger or consolidation of the Corporation with or into any other entity, which is not a Change of Control Transaction, shall require approval by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class, unless (i) the shares of Class A Common Stock and Class B Common Stock remain outstanding and no other consideration is received in respect thereof or (ii) such shares are converted on a pro rata basis into shares of the surviving or parent entity in such transaction having identical rights to the shares of Class A Common Stock and Class B Common Stock, respectively.

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3. Voluntary Conversion of Class B Common Stock.

(a) **Voluntary Conversion.** Each one (1) share of Class B Common Stock shall be convertible into one (1) share of Class A Common Stock at the option of the holder thereof at any time upon written notice to the Secretary or Registered Agent of the Corporation.

(b) **Procedures.** The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Class B Common Stock to Class A Common Stock and the general administration of this dual class stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may from time to time request that holders of shares of Class B Common Stock furnish certifications, affidavits, or other proof to the Corporation as it deems necessary to verify the ownership of Class B Common Stock and to confirm that a conversion to Class A Common Stock has not occurred. Notwithstanding the foregoing, the Corporation may not establish policies and procedures amending, altering, changing or repealing the rights set forth in Article V, Section 3(a) without the approval of all holders of outstanding shares of Class B Common Stock.

(c) **Immediate Effect.** Upon any conversion of Class B Common Stock to Class A Common Stock, all rights of the holder of shares of Class B Common Stock shall cease and the person or persons in whose name or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of such shares of Class A Common Stock. Shares of Class B Common Stock that are converted into shares of Class A Common Stock pursuant to the terms hereof shall be deemed retired and no longer authorized for reissuance.

(d) **Reservation of Stock.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock.

4. No Further Issuances. Except for the initial issuance of Class B Common Stock to Engin Yesil and Coastal Construction, Inc., the Corporation shall not at any time issue any additional shares of Class B Common Stock, unless such issuance is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class B Common Stock.

ARTICLE VI

The following terms, where capitalized in these Articles of Incorporation, shall have the meanings ascribed to them in this Article VI:

"Change of Control Share Issuance" means the issuance by the Corporation, in a transaction or series of related transactions, of voting securities representing more than two percent (2%) of the total voting power (assuming the Class A Common Stock and Class B Common Stock each have one (1) vote per share) of the Corporation before such issuance to any

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person or persons acting as a group as contemplated in Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended (or any successor provision), that immediately prior to such transaction or series of related transactions held fifty percent (50%) or less of the total voting power of the Corporation (assuming the Class A Common Stock and Class B Common Stock each have one (1) vote per share), such that, immediately following such transaction or series of related transactions, such person or group of persons would hold more than fifty percent (50%) of the total voting power of the Corporation (assuming the Class A Common Stock and Class B Common Stock each have one (1) vote per share).

"Change of Control Transaction" means (i) the sale, lease, exchange, or other disposition (other than liens and encumbrances created in the ordinary course of business, including liens or encumbrances to secure indebtedness for borrowed money that are approved by the Corporation's board of directors (the "Board"), so long as no foreclosure occurs in respect of any such lien or encumbrance) of all or substantially all of the Corporation's property and assets (which shall for such purpose include the property and assets of any direct or indirect subsidiary of the Corporation), provided that any sale, lease, exchange or other disposition of property or assets exclusively between or among the Corporation and any direct or indirect subsidiary or subsidiaries of the Corporation shall not be deemed a "Change of Control Transaction"; (ii) the merger, consolidation, business combination, or other similar transaction of the Corporation with any other entity, other than a merger, consolidation, business combination, or other similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation and more than fifty percent (50%) of the total number of outstanding shares of the Corporation's capital stock, in each case as outstanding immediately after such merger, consolidation, business combination, or other similar transaction, and the shareholders of the Corporation immediately prior to the merger, consolidation, business combination, or other similar transaction own voting securities of the Corporation, the surviving entity or its parent immediately following the merger, consolidation, business combination, or other similar transaction in substantially the same proportions (vis a vis each other) as such shareholders owned the voting securities of the Corporation immediately prior to the transaction; (iii) the recapitalization, liquidation, dissolution, or other similar transaction involving the Corporation, other than a recapitalization, liquidation, dissolution, or other similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation and more than fifty percent (50%) of the total number of outstanding shares of the Corporation's capital stock, in each case as outstanding immediately after such recapitalization, liquidation, dissolution or other similar transaction, and the shareholders of the Corporation immediately prior to the recapitalization, liquidation, dissolution or other similar transaction own voting securities of the Corporation, the surviving entity or its parent immediately following the recapitalization, liquidation, dissolution or other similar transaction in substantially the same proportions (vis a vis each other) as such shareholders owned the voting securities of the Corporation immediately prior to the transaction; and (iv) any Change of Control Share Issuance.

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"Distribution" means (i) any dividend or distribution of cash, property or shares of the Corporation's capital stock; and (ii) any distribution following or in connection with any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary.

"Fair Market Value" means (i) if the shares of Common Stock are then listed or admitted to trading on any national securities exchange or traded on any national market system, the fair market value shall be calculated by multiplying the number of shares of Common Stock being valued by the average of the daily closing prices for the prior ten trading days, and (ii) if the shares of Common Stock are not publicly traded, the Corporation and the applicable shareholder(s) of the Corporation shall for a period of 45 days use their reasonable best efforts to arrive at a mutually acceptable valuation of the shares of Common Stock. If the parties are unable to reach agreement after such period, each shall, at their expense, appoint a nationally recognized appraisal firm or investment banker (each, an "appraiser") to value the shares of Common Stock. If the valuation of the appraiser with the higher valuation is within 10% of the valuation of the appraiser with the lower valuation, the fair market value shall be the average of the two valuations. Otherwise, each appraiser shall select a third independent and nationally recognized investment bank, and the fair market value shall be the average of such investment bank's valuation and the valuation of whichever of the two prior appraisers' valuations is closest in dollar value to such investment bank's valuation.

"Rights" means any option, warrant, conversion right or contractual right of any kind to acquire shares of the Corporation's authorized but unissued capital stock.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitations of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

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ARTICLE VIII

The name of the incorporator is Engin Yesil, and the address of the incorporator is Engin Yesil, Renco World Corporation, c/o Engin Yesil, 40 Star Island Drive, Miami, FL 33139.

ARTICLE IX

The period during which the Corporation shall continue is perpetual.

ARTICLE X

A. Composition of the Board of Directors. The Board shall consist of natural persons who need not be shareholders. The Board shall consist of at least three (3) directors, with the exact number fixed by the holders of the majority of issued and outstanding shares of Class B Common Stock from time to time, in accordance with the bylaws of the Corporation. The number of directors constituting the initial Board is three (3). Each member of the Board shall serve in such capacity or until his or her successor has been elected and qualified or until such person's death, resignation or removal. The names of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall be qualified are Engin Yesil, Mervis Jackson-Moodie and Vedat Kalkuz. The holders of a majority of the issued and outstanding shares of Class B Common Stock shall be entitled to designate the members of the Board. The holders of a majority of the issued and outstanding shares of Class B Common Stock may designate a director or directors to be removed, either with or without cause. In the case of a vacancy on the Board (including a vacancy caused by removal) the holders of a majority of the issued and outstanding shares of Class B Common Stock shall be entitled to designate a successor or successors to hold such office for the unexpired term of the director or directors whose place or places shall be vacant. If the holders of a majority of the issued and outstanding shares of Class B Common Stock choose not to designate a director or directors to fill a vacancy (including a vacancy caused by removal) on the Board, such position(s) shall remain vacant unless such vacancy results in less than the minimum number of directors required by the Act, in which case the vacancy or vacancies shall be filled by an individual elected by the shareholders of the Corporation in the manner provided herein.

B. Election and Removal of Directors. Each shareholder holding shares of Common Stock entitled to vote for the election or removal of members of the Board shall vote its shares of Common Stock, and take or cause to be taken such other actions, as may be required from time to time to elect to, or remove from, the Board, whether at each annual election of directors or at any other time that directors are to be elected or removed, whether at any special meeting of shareholders duly called for that purpose or pursuant to any written consent of shareholders, any director or directors designated to be elected to, or removed from, the Board by the holders of a majority of the issued and outstanding shares of Class B Common Stock. In the case of a vacancy (including a vacancy caused by removal), each shareholder holding shares of Common Stock entitled to vote for the election of members of the Board shall vote its shares of Common Stock, and take or cause to be taken such other actions, as may be required from time to time to elect to the Board another person designated by the holders of a majority of the issued and outstanding shares of Class B Common Stock to fill such vacancy. Except as set forth in this

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Article X, Section B, each shareholder agrees that it will not vote any of its shares of Common Stock in favor of the removal of any director that shall have been designated by the holders of a majority of the issued and outstanding shares of Class B Common Stock. In the event that any shareholder shall fail to vote the shares of Common Stock held by it in accordance with this Article X, Section B, such shareholder shall, upon such failure so to vote, be deemed immediately to have granted to the holders of a majority of the issued and outstanding shares of Class B Common Stock a proxy to vote such shareholder's shares of Common Stock for the election or removal of the individual designated by the holders of a majority of the issued and outstanding shares of Class B Common Stock pursuant to Article X, Section A for which such shareholder failed to vote and such shareholder acknowledges that each such proxy granted hereby, including any successive proxy, if necessary, is being given to secure the performance of an obligation hereunder, is coupled with an interest, and shall be irrevocable until such obligation is performed. No shareholder shall grant any proxy, enter into or agree to be bound by any voting trust or enter into any shareholder agreement or arrangement of any kind, with respect to the shares of Common Stock held by such shareholder, that is inconsistent with the terms of these Articles of Incorporation.

ARTICLE XI

A. Protective Provisions. Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation shall not take any action (including without limitation, any action by the Board or any committee of the Board) with respect to any of the following matters, in a single transaction or a series of related transactions, without the affirmative approval of the holders of a majority of the issued and outstanding shares of Class B Common Stock:

1. any direct or indirect purchase, redemption, retirement or other acquisition of any shares of any class or series of capital stock of the Corporation;
2. any amendment, alteration, repeal or waiver of any provision of these Articles of Incorporation or the Corporation's bylaws, in each case that materially alters or adversely affects the preferences, rights, privileges or powers of any of the shares of Common Stock;
3. any liquidation, dissolution, winding up, voluntary commencement of bankruptcy, insolvency, liquidation or similar proceedings with respect to the Corporation;
4. any Distribution upon any capital stock of the Corporation;
5. the sale, lease, exchange or transfer by the Corporation of all or substantially all of its assets;
6. the merger, consolidation, reorganization or other business combination involving the Corporation (other than of a wholly-owned subsidiary of the Corporation with or into the Corporation);

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7. any material change to the principal business of the Corporation, entry into new lines of business, exit of the current line of business or conduct business in countries in which the Corporation does not currently conduct business;

8. incurrence of any indebtedness over \$500,000;

9. sell, transfer, license, pledge or encumber material technology or intellectual property, other than licenses granted and/or acquired in the ordinary course of business; or

10. any authorization or issuance of shares of Common Stock, or Rights, or debt securities or other instruments or interests convertible into or exchangeable for shares of Common Stock by the Corporation or any of its subsidiaries. In the event the holders of a majority of the issued and outstanding shares of Class B Common Stock affirmatively approve the authorization or issuance of shares of Common Stock, or Rights, or debt securities or other instruments or interests convertible into or exchangeable for shares of Common Stock by the Corporation or any of its subsidiaries, such authorization or issuance must in each case be at a purchase price that is not less than the Fair Market Value of the shares of Common Stock at the time of the proposed issuance (for purposes of the determination of Fair Market Value, the "applicable shareholder(s) of the Corporation" shall be the holders of a majority of the issued and outstanding shares of Class B Common Stock that affirmatively approve the foregoing authorization or issuance).

ARTICLE XII

A. Preemptive Rights. In the event that the Corporation issues any shares of Common Stock, the holders of shares of Class B Common Stock shall have the right to acquire from the Corporation a sufficient number of shares of (i) Class A Common Stock, if applicable, to maintain their respective percentage ownership of Class A Common Stock, if applicable, and (ii) Class B Common Stock to maintain their respective percentage ownership of Class B Common Stock, both as existing immediately prior to such issuance on a fully diluted basis. Any such purchase shall be for cash in a per share amount equal to the value of the per share consideration (as determined by the Board) received by the Corporation in connection with such issuance.

ARTICLE XIII

In furtherance and not in limitation of the powers conferred by applicable law, 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 applicable law, and all rights conferred on shareholders of the Corporation herein are granted subject to such reservation.

ARTICLE XIV

Meetings of shareholders may be held within or without the State of Florida, as the bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or

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in the bylaws of the Corporation. The election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

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IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Act has signed these Articles of Incorporation this 15 day of November, 2011.

INCORPORATOR

By: 

Engin Yesil

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Renco World Corporation, at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 15th day of November, 2011.

NRAI Services, Inc.

By: Katie Wonsch

Name: Katie Wonsch

Title: Assistant Secretary

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