

Amend 17191

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JUL 18 2018

FILED
18 JUL 16 2018
JUL 16 2018
JUL 16 2018

Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: POTENZA SERVICES, INC

DOCUMENT NUMBER: P12000017191

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

Please return all correspondence concerning this matter to the following:

CESAR A GIRALDO

Name of Contact Person

POTENZA SERVICES, INC.

Firm/ Company

19630 SW 135 AVE.

Address

MIAMI, FL 33177

City/ State and Zip Code

CESAR.GRLD@GMAIL.COM

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

For further information concerning this matter, please call:

CESAR A GIRALDO at (760) 960-1292
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

POTENZA SERVICES INC.

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

P12000017191

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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 N/A

(Florida street address)

New Registered Office Address: N/A, 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, 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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> 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) <input checked="" type="checkbox"/> N/A Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

✓ 1 AMENDMENT TO ARTICLE IV OF POTENZA SERVICES INC. ARTICLES OF INCORPORATION

The Potenza Services Inc. (the Company) authorized one hundred shares (100) of stock, pursuant to the Company's Article IV of the Company's Article of Incorporation, as amended, represent Voting and Participating Stock, issued in 2017 by the Company to Cesar A Giraldo, the Company's President.

✓ 2 ADDITIONAL ARTICLES TO BE ADDED AND INCLUDED IN THE POTENZA SERVICES INC.

ARTICLES OF INCORPORATION - SEE ATTACHED FOR ADDITIONAL ARTICLES

ARTICLE IX - STOCK CLASSES

ARTICLE X - SHAREHOLDER(S)' MEETING(S) AND ADOPTION OF COMPANY RESOLUTIONS

ARTICLE XI - COMPANY PRESIDENT

ARTICLE XII - COMPANY OFFICER

ARTICLE XIII - DIVIDENDS

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

**POTENZA SERVICES INC. ADDITIONAL ARTICLES TO BE ADDED
AND INCLUDED IN THE POTENZA SERVICES INC. ARTICLES OF
INCORPORATION**

ARTICLE IX – STOCK CLASSES

Potenza Services Inc. (the Company) may authorize and issue, by Resolution of the Shareholder(s)' Meeting, pursuant to Article X of the Company's Article of Incorporation, as amended, different classes of stock, each class of stock containing different ownership interests in the Company, as defined by the Company's Article of Incorporation, as amended.

The Company's authorized one-hundred (100) shares of Voting and Participating Stock have been issued by the Company to Cesar A Giraldo since January 30, 2017.

The Company ownership rights attached to one (1) share of Voting and Participating Stock and to one (1) share of Non-Voting and Participating Stock are, to wit:

a) VOTING AND PARTICIPATING STOCK

One (1) share of *Voting and Participating Stock* entitles the owner to: (i) one (1) voting right to decide matters pursuant to Article X of the Company's Article of Incorporation, as amended (the voting right(s)), and to (ii) to one percent (1%) of the Company's net income or loss, as calculated using an accrual basis of accounting, computed based on generally accepted accounting principles and accumulated after the date of acquisition by the shareholder of such Company Voting and Participating Stock.

Net income is defined as all of the Company's revenues (revenues) minus all of the Company's expenses (expenses), with revenues being larger than expenses, during the Company's fiscal year or parts thereof. Net loss is defined as an excess of all of the Company's expenses over all of the Company's revenue during the Company's fiscal year or parts thereof. The Voting and Participating Stock, cannot be sold, assigned or transferred without a written Resolution of the Shareholder(s)' Meeting, pursuant to Article X of the Company Articles of Incorporation, as amended.

**POTENZA SERVICES INC. ADDITIONAL ARTICLES TO BE ADDED
AND INCLUDED IN THE POTENZA SERVICES INC. ARTICLES OF
INCORPORATION**

b) NON-VOTING AND PARTICIPATING STOCK

Each share of *Non-Voting Participating Stock* entitles the owner to one percent (1%) of the Company's net income or loss, as calculated using an accrual basis of accounting, computed based on generally accepted accounting principles and accumulated after the date of acquisition by the shareholder of such Non-Voting and Participating Stock.

Non-Voting and Participating Stock may be temporarily granted, suspended and/or removed by Resolution of the Shareholder's Meetings, pursuant to Article X of the Company's Article of Incorporation, as amended.

In the event that by Resolution of the Shareholder's Meetings, pursuant to Article X of the Company's Article of Incorporation, as amended, the temporarily granted Non-Voting and Participating Stock is removed or suspended, the Non-Voting and Participating shareholder(s) do(es) not have a right to the Company's accumulated net income not yet declared as dividends, pursuant to Article XIII of the Company's Article of Incorporation, as amended.

The grant of Non-Voting and Participating Stock may be removed or suspended by Resolution of the Shareholder's Meetings, pursuant to Article X of the Company's Article of Incorporation, as amended, in the event of: (i) conflict(s) of interest(s) between the shareholder of the Non-Voting and Participating Stock and the Company, including adverse legal interests, (ii) noncompliance by the shareholder of the Non-Voting and Participating Stock with legal requirements, including non-compliance with United States Federal and State law(s) and regulations, as may be amended from time to time, (iii) non achievement of revenue and sales goals established by the Company's President, (iv) termination of the independent contractor relationship, with the Company, pursuant to the expiration of contract period terms or as determined by the Company's President in case of the termination of an independent contractor relationship, with the Company, with no contract or no contract period terms.

**POTENZA SERVICES INC. ADDITIONAL ARTICLES TO BE ADDED
AND INCLUDED IN THE POTENZA SERVICES INC. ARTICLES OF
INCORPORATION**

Net income is defined as all of Company's revenues (revenues) minus all of the Company's expenses (expenses), with revenues being larger than expenses, during the Company's fiscal year or parts thereof. Net loss is defined as an excess of all of the Company's expenses over all of the Company's revenue during the Company's fiscal year or parts thereof.

Shareholders of Non-Voting and Participating Stock do not have voting right(s) and cannot participate or vote in the Company's Shareholder's Meetings, pursuant to Article X of the Company's Article of Incorporation, as amended. The Non-Voting and Participating Stock cannot be sold, assigned or transferred without a written Resolution of the Shareholder(s)' Meeting, pursuant to Article X of the Company Articles of Incorporation, as amended.

**ARTICLE X – SHAREHOLDER'S MEETINGS AND THE ADOPTION OF
COMPANY RESOLUTIONS**

Shareholder(s)' Meetings, of shareholder(s) with voting right(s), may be held from time to time, as requested by a majority of shareholder(s) with Company voting rights, but not less than once a year.

The majority of the shareholder(s) with Company voting rights is defined as shareholder(s) owning fifty-one (51%) or more of the Company's voting rights, pursuant to Article IX(a) of the Company's Article of Incorporation, as amended.

The majority of the shareholder(s) with Company voting rights, as defined in this Article X of the Company's Article of Incorporation, as amended, must vote in favor of a Company Resolution for a Company Resolution to be adopted by the Company.

The majority of the shareholder(s) with Company voting rights, as defined in this Article X of the Company's Article of Incorporation, as amended, as documented through a Company Resolution, signed by the majority of the shareholder(s) with Company voting rights, is required:

**POTENZA SERVICES INC. ADDITIONAL ARTICLES TO BE ADDED
AND INCLUDED IN THE POTENZA SERVICES INC. ARTICLES OF
INCORPORATION**

1. for the Company to issue and/or authorize additional classes of Company stock;
2. for the Company to define the Company ownership rights attached to the different classes of stock authorized by the Company;
3. for the Company to grant Non-Voting and Participating Stock with Company ownership rights, pursuant to Article IX of the Company's Article of Incorporation, as amended;
4. for the Company to remove or suspend the grant of Non-Voting and Participating Stock, with Company ownership rights pursuant to Article IX of the Company's Article of Incorporation, as amended;
5. for the Company to dissolve;
6. for the Company to transfer, sell and/or assign the Company's assets and/or liabilities;
7. for the Company to change its name;
8. for the Company to create another Company;
9. for the Company to borrow funds;
10. for the Company to define the role and functions of the Company's management position(s);
11. for the Company to amend the Company's Articles of Incorporation.

ARTICLE XI – COMPANY PRESIDENT

The Company's President is a Company employee position charged with performing all management tasks required to conduct the Company's business, including but not limited to: hiring and terminating employees, hiring and termination independent contractor relationships, entering into contracts on behalf of the Company, and establishing the Company's business, revenue and sales goals and direction.

**POTENZA SERVICES INC. ADDITIONAL ARTICLES TO BE ADDED
AND INCLUDED IN THE POTENZA SERVICES INC. ARTICLES OF
INCORPORATION**

ARTICLE XII – OFFICER

The Officer position is an independent contractor position, not a Company employee, charged with adding revenue to the Company through increased revenue and sales, pursuant to goals established by the Company's President. A Company Officer, other than the Company's President, may be granted only Non-Voting and Participating Stock, through Resolution of Shareholder(s)' Meeting, pursuant to Article X of the Company's Articles of Incorporation, as amended.

Article XIII – DIVIDENDS

All of the Company's net income, as defined in Article IX of the Company's Article of Incorporation, as amended, will be reinvested by the Company, pursuant to decisions by the Company's President, and will not be paid as dividends. Dividends may only be declared and paid as authorized by Resolution of the Shareholder(s)' Meeting, pursuant to Article X of the Company's Articles of Incorporation, as amended.

April 27, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 11 July 2018

✓ 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)

CESAR A GIRALDO

(Typed or printed name of person signing)

President /

(Title of person signing)