



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 6, 2018

CHARLES PHOENIX
RHODES TUCKER
2407 PERIWINKLE WAY, STE 6
SANIBEL, FL 33957

SUBJECT: HYDROSCOUT SW, INC.
Ref. Number: P12000067488

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

FOR THE TITLE ON THE FIRST PAGE OF THE DOCUMENT, PLEASE AMEND IT TO STATE "AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR HYDROSCOUT SW, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 818A00007014

RECEIVED
18 APR 16 PM 12:47
SECRETARY OF STATE
TALL MASSES, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HydroPro Inc. (now known as HydroScout SW, Inc.)

DOCUMENT NUMBER: P12000067488

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

Please return all correspondence concerning this matter to the following:

Charles Phoenix

Name of Contact Person

Rhodes Tucker

Firm/ Company

2407 Periwinkle Way, Ste 6

Address

Sanibel FL 33957

City/ State and Zip Code

cptp@RhodesTucker.com

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

For further information concerning this matter, please call:

Charles Phoenix

at (239)

461-0101

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:

☒ \$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

Amended and Restated Articles of Incorporation For HydroScout SW, Inc., a Domestic Corporation

Pursuant to Chapter 607, Florida Statutes, the undersigned executes the following articles for purposes of amending and restating all articles now existing for the corporation expressed in Article I. below.

Article I

The name of the corporation was
HydroScout SW, Inc.
Florida Department of State
Document Number P12000067488

The name of the corporation is now

HydroPro Inc.

Article II

The principal office will be located at
702 Durion Ct
Sanibel FL 33957

The mailing address is
PO Box 745
Sanibel FL 33957

Article III

The registered agent is
RT Corporate Services LLC

Service of process may be
made on the registered agent at
2407 Periwinkle Way, Ste 6
Sanibel FL 33957

Article IV

The corporation may engage in any activity permitted by the Florida Business Corporation Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the corporation acts when acting within those jurisdictions.

Article V

The corporation shall adopt bylaws that conform to these articles and the Florida Business Corporation Act. The bylaws shall always be construed to conform to these articles and the Florida Business Corporation Act. If any clause of the bylaws cannot be reasonably construed to conform to these articles or the Florida Business Corporation Act, then each offensive clause of the bylaws shall be stricken as if it had never been adopted into the bylaws so that the bylaws conform to these articles and the Florida Business Corporation Act. The bylaws shall be amendable and may address matters these articles and the Florida Business Corporation Act do not specifically preclude. This Article controls all contradictory provisions of the other articles, if any.

Article VI

Pursuant to Fla. Stat. §§ 607.0731(1) and 607.0732, the corporation will act under the direction of the board of directors.

Article VII

The terms of current and future appointments for directorships and officers, including all current and future appointments and elections, will occur according to the Florida Business Corporation Act and the bylaws. Nothing in this article implies or provides for permanent appointments.

FILED
19 APR 16 AM 11:19
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Article VIII

The total authorized shares:

- Common Shares: 10,000, \$1.00 par value
Class A shares: no other classes are authorized
- Preferred Shares: None authorize

The shares in the corporation shall be of one class, each share maintaining proportional voting and dividend rights.

Except because of later-adopted provisions governing restrictions on the sale of shares and other preferences, restrictions, and limitations of these articles and the bylaws, each shareholder shall have preemptive rights to purchase shares in cash pro rata based on the shareholder's proportional voting rights pursuant to any offering by the corporation.

The shares are further limited in that all shareholders must:

- be:
 - natural persons and citizens of the United States of America, or
 - disregarded entities under the Internal Revenue Code of 1986, as amended, ("IRC") and owned by those citizens, and
- consent to an election to be treated as a small business corporation within the meaning of IRC Subchapter S by executing

all documents necessary to effect the election.

The shares shall have no other references, restrictions, or limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these articles or the bylaws.

Article IX

If shares are certificated, all stock certificates shall clearly bear legends indicating that the shares are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these articles.

Article X

The articles may only be amended, superseded or repealed upon the unanimous vote, or written, affirmative consent, of shareholders owning all of the shares.

Article XI

Upon filing these articles with the State of Florida, Department of State, Division of Corporations, all articles predating these 11 articles incorporated into this document entitled Amended and Restated Articles of Incorporation For HydroPro Inc., a Domestic Corporation are repealed and superseded in their entireties and have no further application or effect, except as required under the Florida Business Corporation Act or these 11 articles.

The remainder of this page is intentionally blank (this sentence is not part of any article).

Adoption and Acknowledgment

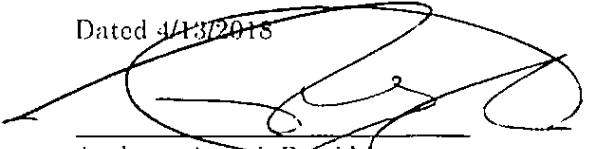
I, the corporation's President and authorized representative, execute these Amended and Restated Articles of Incorporation For HydroPro Inc., a Domestic Corporation without personally assuming or ratifying any prior contracts or promises made on the corporation's behalf by any person or entity prior to this date, if any.

The corporation's directors and shareholders adopted these Amended and Restated Articles of Incorporation For HydroPro Inc., a Domestic Corporation on 3/26/2018, to be effective on 3/26/2018:

- the board of directors had authority to adopt the Amended and Restated Articles of Incorporation For HydroPro Inc., a Domestic Corporation without shareholder action, and the board of directors did so, and no shareholder action was, then, required, and
- the shareholders ratified the board of directors' action by a number of shareholder votes cast for the Amended and Restated Articles of Incorporation For HydroPro Inc., a Domestic Corporation sufficient for approval and ratification.

The corporation's directors and officers as of this date are listed in an attachment to these articles called "HydroPro Inc.'s Current Officers and Directors List," but nothing in this statement implies or provides for permanent appointments. The terms of those appointments, and all future appointments and elections, will occur according to the Florida Business Corporation Act and the bylaws

Dated 4/13/2018



Anthony Aracri, President

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HydroPro Inc.'s Current Officers and Directors List

The current officers and directors of the corporation named above are:

Directors

Anthony Aracri
Melanie Aracri
Analiese Aracri

Officers

President: Anthony Aracri
Secretary: Anthony Aracri
Treasurer: Anthony Aracri

In accordance with the Florida Business Corporation Act, the corporation's amended and restated articles of incorporation, and the corporation's bylaws, these initial directors and officers may be removed from office and other persons may be appointed to these directorships and offices.

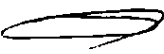
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Acceptance of Appointment as Registered Agent of HydroPro Inc.

The undersigned hereby accepts the appointment as registered agent as designated in the attached articles. The undersigned is familiar with and accepts the obligations mandated by Chapter 607, Florida Statutes that are associated with the appointment.

RT Corporate Services LLC, a Florida limited liability company

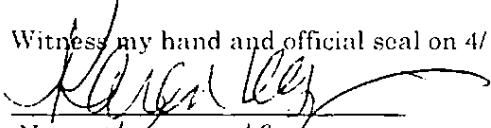
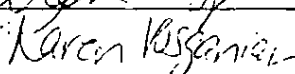
By: 
Charles PT Phoenix, its Manager

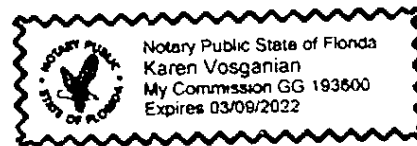
State of Florida)

County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Manager on behalf of RT Corporate Services LLC, and he is known to me to be the person who executed this Acceptance of Appointment as Registered Agent.

Witness my hand and official seal on 4/13/2018


Notary: 



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