

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sanoka, Inc.

DOCUMENT NUMBER: P13000070329

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

Please return all correspondence concerning this matter to the following:

Dina Nerdinsky, Esq.

Name of Contact Person

Nerdinsky Law Group, P.A.

Firm/ Company

Address

Hollywood, FL 33019

City/ State and Zip Code

dnerdinsky@nerdinskylaw.com

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

For further information concerning this matter, please call:

Dina Nerdinsky

Name of Contact Person

at (954)

237-6307

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

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 SEP 13 AM 10:27

Sanoka, Inc.

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

P13000070329

(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:

NOT APPLICABLE

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)

NOT APPLICABLE

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NOT APPLICABLE

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

NOT APPLICABLE

(Florida street address)

New Registered Office Address:

NOT APPLICABLE

(City)

, Florida

(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:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<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)

Additional document enclosed.

This Amendment is being filed for the purpose of adding
additional Articles.

**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)

Contained in the amendment (see additional/attached document).

The date of each amendment(s) adoption: August 22, 2013, if other than the date this document was signed.

Effective date if applicable: August 22, 2013
(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 September 11, 2013

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)

Igor Estrin

(Typed or printed name of person signing)

President

(Title of person signing)

**MANAGEMENT AGREEMENT
OF
SANOKA INC.,
a Florida Corporation**

THIS CORPORATION MANAGEMENT AGREEMENT ("Agreement") is made and entered into as of this 22nd day of August, 2013, by and between **Igor Estrin** in the capacity of President and Chairman of Sanoka, Inc. (hereinafter referred to individually by name or as "President/Chairman") and **Sergey Knobler and Olga Knobler**, husband and wife, as shareholders of Sanoka, Inc. (hereinafter jointly referred to as "Shareholders").

WITNESSETH:

WHEREAS, Sanoka, Inc. (hereinafter the "Corporation") is the registered owner of a yacht/vessel, Serial Number SILF8001G213, purchased exclusively via the funds of the Shareholders;

WHEREAS, the Shareholders wish to appoint Igor Estrin as the President and Chairman of Sanoka, Inc. for performance of management and administrative duties at the discretion and direction of the Shareholders and for the exclusive benefit and under a fiduciary duty for the Corporation and the Shareholders;

WHEREAS, the President/Chairman shall receive no payment or compensation for such management/administrative services; and

WHEREAS, the Shareholders retain sole control and equity of and in the Corporation and any assets owned/held thereby.

NOW THEREFORE, in consideration of the mutual benefits, covenants, and conditions herein contained, the receipt and sufficiency of which is hereby acknowledged by all parties hereto, the parties agree as follows:

**ARTICLE I
SHAREHOLDERS**

- I. The present Corporation Shares of the Shareholders, the permitted dilution of rights, and current, estimated equity value are as follows:

<u>Shareholder</u>	<u>Number of shares</u>
Sergey Knobler	50
Olga Knobler	50

In the event of Sergey Knobler's death, his share/interest in the Corporation, shall automatically pass to Olga Knobler, his wife.

In the event of Olga Knobler's death, her share/interest in the Corporation, shall automatically pass to Sergey Knobler, her husband.

In the event of the death of both Sergey and Olga Knobler, the shares in the Corporation shall be divided equally among their children, Sergey Knobler II and Antonina Estrin (maiden name Antonina Knobler) (50% to each child).

**ARTICLE II
FORMATION AND PURPOSES**

- II. Formation. The Corporation shall be formed August 21, 2013, 2011, by the filing of Articles of Incorporation as required by the Act.

Name. The name of the Corporation shall be Samoka, Inc., a Florida Corporation.

Principal Office. The principal office of the Company is located at 42 Fiesta Way, Ft. Lauderdale, Florida 33301. The Company may change its principal office and have additional offices at such other locations as the Shareholders shall determine.

Term. The Company shall continue until terminated as hereinafter provided.

ARTICLE III CAPITAL CONTRIBUTION, PROFITS/LOSS, DISTRIBUTIONS

The entirety of the capital contribution, for establishment of the Corporation and for the purchase of its intended and primary assets (the subject vessel) was submitted by the Shareholders. Accordingly, all profit/loss and other distributions, interests and otherwise, are limited to the Shareholders alone.

ARTICLE IV MANAGEMENT

The President/Chairman shall serve in an administrative/management capacity only, with no voting rights, no authorization to dispose or otherwise control any property/asset belonging to the Corporation and with no authorization to execute any documents, instruments, resolutions or otherwise concerning or by the Corporation (including but not limited to the opening, management or closure of a bank account belonging to the Corporation), unless specifically instructed and empowered, in writing, by the Shareholders, in which instance any such specifically direction shall be signed and dated by both Shareholders.

Voting rights shall be limited and restricted to the Shareholders, as follows:

Sergey Knobler - 1 vote

Olga Knobler - 1 vote

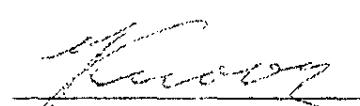
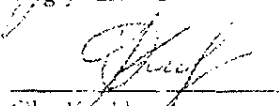
In the event of a deadlock among the Shareholders, the deciding vote and the vote of ultimate authority shall be Sergey Knobler.

At any time and at the sole and absolute discretion of the Shareholders, Igor Estrin may be removed/replaced as the President/Chairman and released of any administrative/management duties and functions. No advance notice or resolution is required for this unilateral action by the Shareholders. Upon such event, either of the Shareholders may, at their sole and absolute discretion, become a President/Chairman or other director/officer of the Corporation.

Entry into Agreement. Each party to this Agreement, enters into such knowingly and voluntarily, following careful review and consideration thereof, and pursuant to either the consult/advice of each party's legal counsel or the opportunity of each party to obtain legal counsel, with respect thereto.

IN WITNESS WHEREOF, the parties hereto have agreed to and accepted this instrument for the purpose herein expressed, the day and year above written.


Igor Estrin


Sergey Knobler

Olga Knobler