

P13 0000 81057

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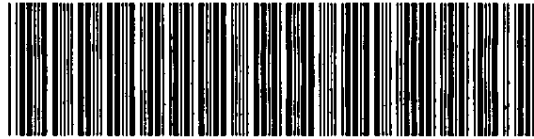
(Business Entity Name)

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DIVISION OF CORPORATIONS
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MAY 13 2016
C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2016

ROSEMARY HAYES ESQ. / HAYES LAW PL
830 LUCERNE TERRACE
ORLANDO, FL 32801 US

SUBJECT: ALL ELEMENTS ENERGY, INC.
Ref. Number: P13000081057

We have received your document for ALL ELEMENTS ENERGY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

You can not label these amended and restated articles as the second amended and restated since these are the first ever filed.

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.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 216A00009618

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: All Elements Energy, Inc.

DOCUMENT NUMBER: P13000081057

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

Please return all correspondence concerning this matter to the following:

Rosemary Hayes, Esq.	_____
	Name of Contact Person
Hayes Law, PL	_____
	Firm/ Company
830 Lucerne Terrace	_____
	Address
Orlando, FL 32801	_____
	City/ State and Zip Code

rhayes@const-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rosemary Hayes / Barbara Smithers	_____	at (<u>407</u>)	<u>649-9974</u>
	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 checked="" 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 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

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALL ELEMENTS ENERGY, INC.
*a Florida Corporation***

Article 1 - Name

The name of the Corporation is All Elements Energy, Inc.

Article 2 - Duration

The Corporation has perpetual existence.

Article 3 - Purpose

The Corporation is organized to transact any activity or business permitted under the laws of the United States and the State of Florida.

Article 4 - Address

The principal place of business or mailing address of the Corporation is:

776 Bennett Road, Suite 101
Longwood, FL 32750

Article 5 - Capital Stock

The Corporation shall have one class of common stock. The aggregate number of shares which the Corporation shall have the authority to issue shall be 100.

Article 6 - Registered Agent

The registered agent of this Corporation is:

Hayes Law, PL
830 Lucerne Terrace
Orlando, FL 32801

Article 7 - Shareholders & Board of Directors

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors, subject to approval of a majority of the Shareholders. The Board of Directors shall consist of not less than one person. The manner of election and qualifications shall be provided in the Bylaws of the Corporation.

The current Board of Directors consists of:

Lisa Pearcy
776 Bennett Road, Suite 101

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Article 8 - Officers

The affairs of the Corporation are to be managed by the following Officers: President, Vice President, Secretary and Treasurer. A person may hold more than one Officer position.

The Officers consist of:

PVST:
Lisa Percy
776 Bennett Road, Suite 101
Longwood, FL 32750

Article 9 - Powers

The Corporation has all of the corporate powers enumerated in the Florida Business Corporation Act.

Article 10 - Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, the Corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office.


Article 11 - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this revision by a majority vote of the Shareholders.

Article 12 - Bylaws

The Bylaws may only be adopted, altered, amended, or repealed as set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned President has signed these Amended and Restated Articles of Incorporation on 13th, May, 2016.


Lisa Percy, President

May 4, 2016

The date of each amendment(s) adoption: _____
date this document was signed.

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if other than the

Effective date if applicable: _____

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(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.

May 13, 2016

Dated _____

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)

Lisa Pearcy

(Typed or printed name of person signing)

President

(Title of person signing)