

P14000010202

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 MAY - 6 PM 3:01

Amend

MAY 22 2014

T. CARTER

**VINCENT J. PROFACI, P. A.**

Attorney at Law  
932 Centre Circle, Suite 1000  
Altamonte Springs, Florida 32714  
Telephone (407) 673-1144  
Facsimile (407) 673-0999  
email: vince@profacilaw.com

\*Also admitted in New York and New Jersey

May 5, 2014

**VIA FEDERAL EXPRESS  
AIRBILL NO. 7987 5220 1809**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Caluzo, Inc.**

Dear Sir or Madam:

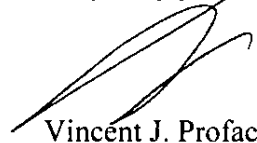
Enclosed please find an original and one copy of the following:

1. Articles of Amendment to Articles of Incorporation.

Also enclosed is our firm's check in the amount of \$35.00 payable to the Florida Department of State to cover the filing fees. Kindly file the originals and return the copies, conformed as to filing, in the enclosed envelope.

Thank you for your courtesies.

Very truly yours,



Vincent J. Profaci

VJP:slp

Enclosures

c: Carlos J. Pasquotto (with enclosures)

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** CALUZO, INC.

**DOCUMENT NUMBER:** P14000010202

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

Please return all correspondence concerning this matter to the following:

Vincent J. Profaci, Esq.

Name of Contact Person

Vincent J. Profaci, P.A.

Firm/ Company

932 Centre Circle, Suite 1000

Address

Altamonte Springs, FL 32714

City/ State and Zip Code

vince@profacilaw.com

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

For further information concerning this matter, please call:

Vincent J. Profaci, Esq. at ( 407 ) 673-1144

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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

CALUZO, INC.

14 MAY -6 PM 3:01

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

P14000010202

(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:**

*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)

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

**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 \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, 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:**

X Change                      PT      John Doe

X Remove                    V        Mike Jones

X Add                         SV      Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
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)*

Article IV of the Articles is hereby deleted and replaced with the text contained in the  
attached additional sheet.

**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

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

Effective date if applicable: The date this document was signed  
(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

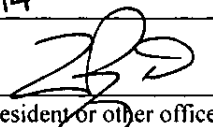
by \_\_\_\_\_."  
(voting group)

☐ 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 04/28/2014

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)

Carlos J. Pasquotto

(Typed or printed name of person signing)

President

(Title of person signing)

**CALUZO, Inc.**  
**Attachment to Articles of Amendment, Section F**

Article IV of the Articles is hereby deleted and replaced with the following text:

**“Article VI**

- (1) The Corporation is authorized to issue 100,000 Series “A” Common shares.
- (2) The Corporation is authorized to issue 100,000 Series “B” Common shares.
- (3) The Series “A” Common shares shall have unlimited voting rights and shall be freely transferrable.
- (4) The Series “B” Common shares shall have no voting rights and shall be subject to restrictions on transfer as set forth in the Bylaws of the Corporation.
- (5) The Series “B” Common shares shall be converted to Class “A” Common shares 30 days after the first to occur of the following events:
  - (a) Upon the sale of all or substantially all of the assets of the Corporation otherwise than in the usual and regular course of business, as such sale is defined in Section 607.1201, Florida Statutes;
  - (b) Upon the issuance of any of the Corporation’s shares sold by means of a public offering that is required to be registered under the federal securities laws; or
  - (c) At such time as CARLOS J. PASQUOTTO is no longer the shareholder who owns the largest absolute number of the issued and outstanding shares of the Corporation having voting rights.
- (6) The Series “A” Common shares and the Series “B” Common shares shall have equal preference to distributions and to receive the net assets of the Corporation upon dissolution.”