

PH 000036999

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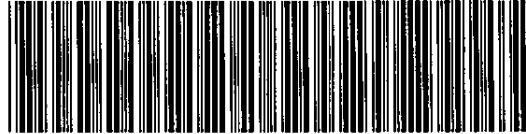
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 07 2014

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SUNPLATE CORPORATION

DOCUMENT NUMBER: P14000036999

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

Please return all correspondence concerning this matter to the following:

JEFFREY D. PRUTSMAN

Name of Contact Person

SUNPLATE CORPORATION

Firm/ Company

158 SPRINGHURST CIRCLE

Address

LAKE MARY, FL 32746

City/ State and Zip Code

jeffprutsman@gmail.com

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

For further information concerning this matter, please call:

JEFFREY D. PRUTSMAN

Name of Contact Person

at (407) 310-2847

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 OF
SUNPLATE CORPORATION**

The Articles of Incorporation of Sunplate Corporation, a corporation organized under the laws of the State of Florida, are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is SUNPLATE CORPORATION (hereinafter referred to as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and mailing address of the Corporation is 3930 Saint Johns Parkway, Sanford, FL 32771.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to commercialize new technology related to solar water heating and solar energy conversion, and the Corporation may conduct any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
COMMON STOCK**

Authorized shares. The Corporation is authorized to issue 1,000,000 shares of common stock, with no par value.

Shares acquired by Corporation. Unless otherwise provided herein or in any amendments providing for the determination of an additional class or series of stock, shares of the Corporation's common stock that have been issued and are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. Upon cancellation, canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

Voting. Holders of common stock are entitled to one vote for each share held at all meetings of shareholders. Cumulative voting shall not be permitted.

Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

SECRETARY OF STATE
JAIL ALIASSE, FLORIDA

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Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 158 Springhurst Circle, Lake Mary, Florida 32746, and the name of its registered agent of at such office is Jeffrey D. Prutsman.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator, as set forth in the original Articles of Incorporation filed with the Florida Department of State on April 24, 2014, is Jeffrey D. Prutsman, 158 Springhurst Circle, Lake Mary, Florida 32746.

ARTICLE VII BOARD OF DIRECTORS

The Corporation's board of directors shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The initial director of the Corporation is Jeffrey D. Prutsman and his address is 158 Springhurst Circle, Lake Mary, FL 32746.

ARTICLE VIII EFFECTIVE DATE

Consistent with the provisions of Section 607.0203, Florida Statutes, the effective date of these Amended and Restated Articles of Incorporation is April 27, 2015.

ARTICLE IX SPECIAL MEETINGS OF THE SHAREHOLDERS

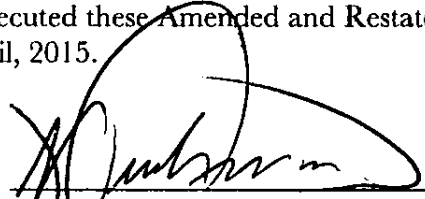
A special meeting of the Corporation's shareholders will be held only (i) on the call of the Corporation's board of directors, or (ii) if the holders of not less than 10% of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for such meeting describing the purpose or purposes for which it is to be held.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify its officers and directors against any claims arising out of or in connection with actions involving or related to the Corporation's business taken by such individuals in good faith and in a manner the officer, director or employee reasonably believed to be in, or not opposed to,

the best interests of the Corporation and, with respect to a criminal proceeding, he or she had no reasonable basis to believe that his or her conduct was unlawful. As used herein, the term "officers" includes the president, secretary and treasurer of the Corporation, and any officer position created by the Corporation's bylaws or a resolution of the board of directors. The Corporation may advance the costs of defending any such claim or proceeding.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 27th day of April, 2015.

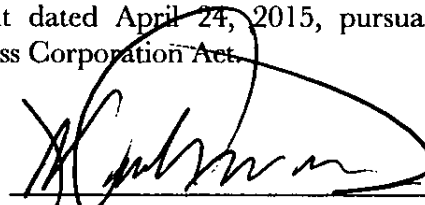

Jeffrey D. Prutsman, President

**CERTIFICATE
OF THE PRESIDENT OF
SUNPLATE CORPORATION**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as President of Sunplate Corporation, ("Corporation") hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of the Corporation, to which this certificate is attached, do not contain any amendment to the Corporation's original Articles of Incorporation requiring shareholder approval.

(b) The Corporation has not yet issued any shares of its authorized common stock and the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached were adopted by the Board of Directors of the Corporation in an action by written consent dated April 24, 2015, pursuant to Section 607.1005 of the Florida Business Corporation Act.


Jeffrey D. Prutsman, President