

P15000026648

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

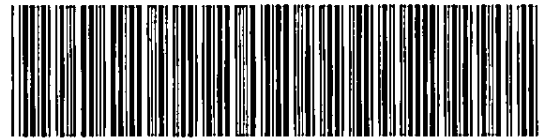
(Business Entity Name)

(Document Number)

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09/17/18--01027--022 **25.00

FILED
2018 OCT 17 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

OCT 24 2018
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RENERGETICA USA CORPORATION

DOCUMENT NUMBER: P15000026648

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

Please return all correspondence concerning this matter to the following:

DANIEL ROS

Name of Contact Person

RENERGETICA USA CORP

Firm/ Company

108 COMMERCE ST. SUITE 105

Address

LAKE MARY, FL, 32746

City/ State and Zip Code

daniel.ros@renergetica.com

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

For further information concerning this matter, please call:

DANIEL ROS

Name of Contact Person

at (407) 375 5394

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 19, 2018

DANIEL ROSS
RENERGETICA USA CORPORATION
108 COMMERCE ST., STE. 105
LAKE MARY, FL 32746

SUBJECT: RENERGETICA USA CORPORATION
Ref. Number: P15000026648

We have received your document for RENERGETICA USA CORPORATION and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Limited Liability Company, but your entity is a Profit Corporation. Please complete and return the enclosed blank form(s).

The fee to file your document is \$35.

There is a balance due of \$10.00.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 118A00019565

2018 OCT 17 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED

Articles of Amendment
to
Articles of Incorporation
of

RENERGETICA USA CORPORATION

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

P15000026648

(Document Number of Corporation (if known))

FILED
2018 OCT 17 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

108 COMMERCE ST.
SUITE 105
LAKE NARY, FL 32746

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

DANIEL ROS

108 COMMERCE ST. SUITE 105

(Florida street address)

New Registered Office Address:

LAKE NARY

(City)

, Florida 32746

(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	<u>CEO</u>	<u>DANIEL ROS</u>	<u>370 DEVON PL.</u>
<input checked="" type="checkbox"/> Add			<u>HEATHROW FL, 32746</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>CEO</u>	<u>STEFANO GIOVFRIDI</u>	
<input type="checkbox"/> Add			
<input checked="" 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)

Amended ARTICLES OF AMENDMENT ARTICLES OF
INCORPORATION OF RENERGETICA USA CORP

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)

Amended
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RENERGETICA USA CORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, **RENERGETICA USA CORPORATION** (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation as of June 20, 2018.

FIRST: The name of the Corporation is: **RENERGETICA USA CORPORATION**

SECOND: Article VIII of the Articles of Incorporation of the Corporation is hereby deleted and replaced in its entirety by the following:

ARTICLE VII
Authorized Shares

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 1,000 shares of Common Stock, \$10.00 par value per share ("**Common Stock**"), and (ii) 1,875,000 shares of Preferred Stock, \$1.00 par value per share ("**Preferred Stock**").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings).

2. Dividend and Liquidation. The dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holder of the Preferred Stock set forth herein. So long as any of the shares of Preferred Stock remain issued and outstanding, the Corporation shall not declare, pay or set aside any dividends to any shareholder.

B. PREFERRED STOCK

1. Voting. The Preferred Stock shall have no voting rights and, accordingly, the holder of the Preferred Stock, in their capacity as preferred shareholders, are not entitled to vote at any meetings of shareholders (or written actions in lieu of such meetings).

2. **Redemption.** At all times that the Corporation has Excess Cash (as defined below), as determined by its Board of Directors, the Corporation shall use such Excess Cash to redeem such number of issued and outstanding shares of Preferred Stock determined by dividing such Excess Cash by the Redemption Price (as defined below). Upon the determination of the amount of Excess Cash, the Corporation shall provide the holder of the Preferred Stock with a written notice of redemption (the "**Notice of Redemption**"), which notice shall specify the number of shares being redeemed by the Corporation and the closing date for such redemption, which shall not be less than five (5) nor more than ten (10) days from the date of the Notice of Redemption. At the closing of each such redemption (each, a "**Closing**"), the holder of the Preferred Stock shall surrender to the Corporation, in the manner and at the place designated, certificates representing the shares of Preferred Stock being so redeemed, duly endorsed for transfer to the Corporation, and promptly thereafter the Corporation shall pay to the holder of the Preferred Stock, in cash, the Redemption Price for each share being so redeemed. If any stock certificate tendered to the Corporation represents more shares of Preferred Stock than those being so redeemed, the Corporation shall deliver to the holder of the Preferred Stock, within five (5) days of the Closing, a new certificate representing the shares of Preferred Stock that were not so redeemed by the Corporation. Any shares of Preferred Stock that are redeemed or otherwise acquired by the Corporation shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Preferred Stock following redemption.

- a. "**Redemption Price**" means \$1.00 per share of Preferred Stock, subject to adjustment pursuant to Section 4 below.
- b. "**Excess Cash**" means the amount of cash of the Corporation on hand from time to time that is in excess of that required for the Corporation's operations, after paying the expenses of the Corporation, and taking into account the general needs of the Corporation for working capital, the preservation of the Corporation's property, contingencies and debts, all as determined by the Corporation's Board of Directors.

3. **Liquidation.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of shares of Common Stock by reason of their ownership thereof, an amount per share equal to the Redemption Price. If upon any such liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of the shares of Preferred Stock the full amount to which they shall be entitled under this Section (B)(3), the holders of the shares of Preferred Stock shall share ratably in any distribution of the assets available for distribution

in proportion to the respective amounts which would otherwise be payable in respect of the shares of Preferred Stock held by them. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation after the payment of all preferential amounts required to be paid to the holders of the shares of Preferred Stock pursuant to this Section (B)(3), the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.


4. Certain Adjustments. If the Corporation shall at any time effect a subdivision of the outstanding Preferred Stock, the Redemption Price in effect immediately before that subdivision shall be proportionately decreased. If the Corporation shall at any time combine the outstanding shares of Preferred Stock, the Redemption Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

5. Restrictions on Transfer. The holder of the shares of Preferred Stock may not Transfer any shares of Preferred Stock other than to the Corporation in accordance with Section (B)(2) above. "Transfer" means to, directly or indirectly, sell, transfer, assign, pledge, encumber, hypothecate or similarly dispose of, either voluntarily or involuntarily, or to enter into any contract, option or other arrangement or understanding with respect to the sale, transfer, assignment, pledge, encumbrance, hypothecation or similar disposition of, any Preferred Stock.

THIRD: The foregoing Amendment was approved and adopted by the board of directors and shareholders of the Corporation on June 7, 2018. The number of votes cast for the approval and adoption of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment as of the date first set forth above.

RENERGETICA USA CORPORATION

By: 
Name: Daniel Ros
Title: C.E.O.

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

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 10/2/18

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)

DANIEL ROS
(Typed or printed name of person signing)

C.E.O.
(Title of person signing)