

P15000075535

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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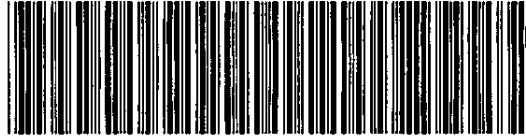
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BOULDER EARTH COMPANY CORP.

DOCUMENT NUMBER: P15000075535

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

Please return all correspondence concerning this matter to the following:

DAVID FREEDMAN

Name of Contact Person

COFFEY BURLINGTON

Firm/ Company

2601 South Bayshore Drive, PH1

Address

Miami, FL 33133

City/ State and Zip Code

dfreedman@coffeyburlington.com

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

For further information concerning this matter, please call:

David Freedman at (305) 858-2900

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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 NOV 30 AM 7:54

Articles of Amendment
to
Articles of Incorporation
of

BOULDER EARTH COMPANY CORP.

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

P15000075535

(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:

N/A

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)

N/A

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

N/A

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 N/A

(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:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> <u>N/A</u> <u>Change</u>	_____	_____	_____
<input type="checkbox"/> <u>Add</u>	_____	_____	_____
<input type="checkbox"/> <u>Remove</u>	_____	_____	_____
2) <input type="checkbox"/> <u>Change</u>	_____	_____	_____
<input type="checkbox"/> <u>Add</u>	_____	_____	_____
<input type="checkbox"/> <u>Remove</u>	_____	_____	_____
3) <input type="checkbox"/> <u>Change</u>	_____	_____	_____
<input type="checkbox"/> <u>Add</u>	_____	_____	_____
<input type="checkbox"/> <u>Remove</u>	_____	_____	_____
4) <input type="checkbox"/> <u>Change</u>	_____	_____	_____
<input type="checkbox"/> <u>Add</u>	_____	_____	_____
<input type="checkbox"/> <u>Remove</u>	_____	_____	_____
5) <input type="checkbox"/> <u>Change</u>	_____	_____	_____
<input type="checkbox"/> <u>Add</u>	_____	_____	_____
<input type="checkbox"/> <u>Remove</u>	_____	_____	_____
6) <input type="checkbox"/> <u>Change</u>	_____	_____	_____
<input type="checkbox"/> <u>Add</u>	_____	_____	_____
<input type="checkbox"/> <u>Remove</u>	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

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

November 13, 2015

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

15 NOV 30 AM 7:54

, if other than the

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

11/25/15

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)

DAVID FREEDMAN, Esq.

(Typed or printed name of person signing)

Registered Agent

(Title of person signing)

15 NOV 30 AM 7:54

**ARTICLES OF AMENDED TO ARTICLES OF INCORPORATION OF
BOULDER EARTH COMPANY CORP.**


The undersigned, being the Sole Director, joined by Philip A. Sigel, Trustee, as the Sole Shareholder of Boulder Earth Company Corp. hereby approve and adopt the following Amendment to the Articles of Incorporation of Boulder Earth Company Corp., which Articles were filed with the Secretary of State of the State of Florida on September 10, 2015 under No. P1500075535:

Article IV of the Articles of Incorporation of Boulder Earth Company Corp. is hereby deleted in its entirety and replaced with the following Article IV:

Article IV: The number of shares the corporation is authorized to issue is: 100,000 shares of common stock, with a par value of \$0.01; and 100,000 share of Series 2015 preferred stock, which preferred stock shall have a preference over common stock in any payment of dividends or distributions (liquidating or otherwise) until such time as the holders of the preferred stock have received a return of their initial capital contribution to the corporation, after which the rights attributable to the share of preferred stock shall be identical to those attributable to the common stock of the corporation.

The foregoing Amendment was duly adopted by the Board of Directors and all of the Shareholders of Boulder Earth Company Corp. at a meeting duly noticed and held on November 13, 2015.


Philip A. Sigel, Director


Philip A. Sigel, Trustee
Owner of 100% Common
Stock of the Company