

P15000084518

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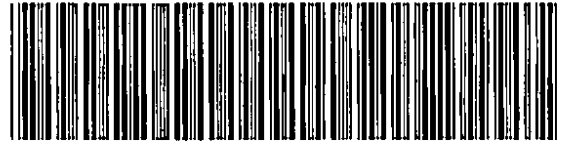
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ICR HEATING & COOLING SERVICES, INC.

DOCUMENT NUMBER: P15000084518

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

Please return all correspondence concerning this matter to the following:

ROMAN W. SPIENSAO

Name of Contact Person

SPIENSAO LAW FIRM

Firm/ Company

8202 BALLY MONEY RD.

Address

TAMPA, FL 33610

City/ State and Zip Code

ROMANSPIENSAO@GMAIL.COM

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

For further information concerning this matter, please call:

ROMAN W. SPIENSAO

Name of Contact Person

at (813) 751-6218

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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ICR HEATING & COOLING SERVICES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to the Articles of Incorporation:

First: Amendment(s) adopted:

ARTICLE 2 – PRINCIPAL OFFICE


The address of the principal office of the corporation is 9115 Lazy Lane, Tampa, FL 33614 and the mailing address is the same.

ARTICLE 5 – REGISTERED AGENT

The name and the street address of the Registered Agent of this corporation is:

Roman W. Spiensao
3140 W. Kennedy Blvd.
Tampa, FL 33609.

I certify that I am familiar with and accept the responsibilities of registered Agent



Registered Agent Signature

ARTICLE 6 – INCORPORATOR

The name and address of the incorporator is:

Eduardo E. Espinosa
8202 Bally Money Rd.
Tampa, FL 33610

ARTICLE 7 – OFFICERS

The officers of the corporation shall be:

President: Felix Camacho Jr.
Vice President: Yansiel Artola.
Secretary: Felix Camacho Jr.
Treasurer: Yansiel Artola.

Whose addresses shall be the same as the principal office of the corporation.

ARTICLE 9 – DIRECTOR(S)

The director(s) of the corporation shall be:

Felix Camacho Jr.
Yansiel Artola.

ARTICLE 10 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares of this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having a par value of ONE Dollar (\$1.00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature: provided, however, that the Board of Directors(s), may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDER’S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of Shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on the file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or theses Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed in equal parts between the two (2) shareholders Felix Camacho Jr. and Yansiel Artola.

ARTICLE 12 – SALE AND TRANSFER OF SHARES

In the event of a sale of shares of any of the shareholders, or the passing away of one of the shareholders the other shareholder will have the right of first option to purchase the rest of the remaining shares, at a price to be deducted from the market value average of the last three (3) years preceding the intended sale or transfer.

ARTICLE 13 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 14 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiensao Law Group, located at 3140 W. Kennedy Blvd. Suite 101, Tampa, FL 33609. The name and address of the registered agent of this Corporation is Spiensao Law Group, W. Kennedy Blvd. Tampa, FL 33609.

ARTICLE 15 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who could constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

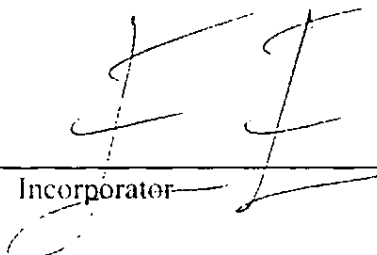
ARTICLE 16 – EFFECTIVE DATE

These Articles Amendment to Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 17 – AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Amendment to Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Amendment to Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

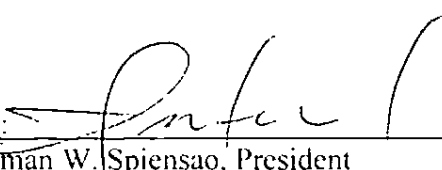
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the States of Florida, this 12/22/17.



Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLE OF INCORPORATION

Spiensao Law Firm, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations and the position of registered Agent under the applicable provisions of the Florida Statutes.


By: _____
Roman W. Spiensao, President

SECOND: The date of each amendment(s) adoption: DECEMBER 22, 2017, if other than the date this document was signed.

THIRD: 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 12/22/17

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)

EDUARDO E. ESPINOSA

(Typed or printed name of person signing)

INCORPORATOR

(Title of person signing)