

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Hydronit Americas, LLC
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Eileen Chavarria
Contact Person

Alron Enterprises Inc
Firm/Company

3990 Minton Rd
Address

Melbourne, FL 32904
City, State and Zip Code

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

For further information concerning this matter, please call:

Eileen Chavarria at (321) 951-7626
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:
New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



RECEIVED OCT 31 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2015

EILEEN CHAVARRIA
3990 MONTON RD
MELBOURNE, FL 32904

SUBJECT: HYDRONIT AMERICAS, LLC
Ref. Number: W15000067565

We have received your document for HYDRONIT AMERICAS, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 015A00021571

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity" into a Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Hydronit Americas, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LLC

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on 02/09/2015

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Hydronit Americas, Inc.

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Hydronit Americas, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 OCT 21 PM 4: 09
FILED

Signed this 29 day of September, 2015.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: *Matteo Lampugnani*
Printed Name: Matteo Lampugnani Title: MGR

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: *Matteo Lampugnani*
Printed Name: Matteo Lampugnani Title: MGR

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion: \$35.00
Fees for Florida Articles of Incorporation: \$70.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

Hydronit Americas Inc.

ARTICLES OF INCORPORATION

OF

Hydronit Americas Inc.

The undersigned Incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the Following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Hydronit Americas Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**355 Gus Hipp Blvd Ste. B
Rockledge, FL 32955**

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TALLAHASSEE, FLORIDA

ARTICLE III: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at \$1.00 par value per share.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing upon the filing and acknowledgment hereof as provided by Florida State Statute 607.0203.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares

ARTICLE VIII: OFFICERS AND DIRECTORS

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold offices the first year of the corporation's existence or until their successors are elected, is/are:

**DPST, Andrea Gambusera
355 Gus Hipp Blvd Ste. B Rockledge, FL 32955**

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator to these articles of incorporation is:

**Eileen Chavarria
3990 Minton Rd. Melbourne FL, 32904**

ARTICLE X: BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE XII: COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIII: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on **September 29, 2015**.


Eileen Chavarria, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
Hydronit Americas Inc.
2. The name and address of the registered agent and office is:

**Alron Enterprises, Inc.
3990 Minton Rd. Melbourne, FL 32904**

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Alron Enterprises Registered Agent

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TALLAHASSEE, FLORIDA