

P17000004083

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 17 2018
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Berna Transportation Corp
DOCUMENT NUMBER: P17000004083

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

Please return all correspondence concerning this matter to the following:

Ramon Soler
Name of Contact Person
Berna Transportation Corp
Firm/ Company
13053 SW 213 terrace
Address
Miami, FL 33177
City/ State and Zip Code
Berna Transport17@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ramon Soler at (786) 444-7110
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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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

Articles of Amendment
to
Articles of Incorporation
of

Berna Transportation Corp

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

P17000004083

(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**)

13053 SW 213 terrace

Miami, FL 33177

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

13053 SW 213 terrace

Miami, FL 33177

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

Ramon Soler

13053 SW 213 ter

(Florida street address)

New Registered Office Address:

Miami

(City)

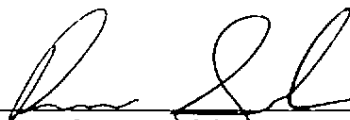
Florida

33177

(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

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TALLAHASSEE, FLORIDA

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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) ☐ Change P Guillermo Arellano 7107 W 10th CT
☐ Add Hialeah, FL 33014
☒ Remove _____

2) ☐ Change P Ramon Soler 13053 SW 213 terrace
☒ Add miami, FL 33177
☐ Remove _____

3) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove _____ _____ _____

4) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove _____ _____ _____

5) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove _____ _____ _____

6) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove _____ _____ _____

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

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

(see Stock Agreement)

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)

BERNA TRANSPORTATION CORP

STOCK TRANSFER AGREEMENT

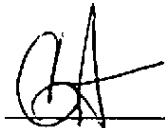
STOCK TRANSFER AGREEMENT

THIS STOCK TRANSFER AGREEMENT (the "Agreement") is made and effective on January 01, 2018, by and between Ramon Soler "Transferee" and Guillermo Avello "Transferor".

WHEREAS, the Transferor is the record owner and holder of the issued and outstanding shares of the capital stock of Berna Transportation Corp ("Corporation"), a Florida corporation, which Corporation has issued capital stock of 100 shares having an individual par value of \$1.00;

WHEREAS, Transferee(s) desires to attain 100% of Transferor's stock in Berna Transportation Corp (the "Shares");

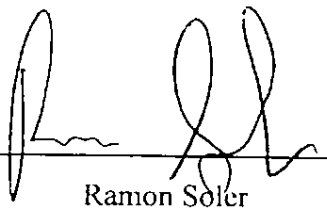
1. Transfers. Transferor agrees to transfer and Transferee(s) agrees to attain 100% of the Shares on the terms and conditions of this agreement.
2. Closing. The closing of the transactions contemplated hereby ("Closing") shall take place at 7107 W 10 Ct. Hialeah, FL 33014 on January 01, 2018.
 - At the Closing, Transferor delivers certificates representing 100 % of his Shares in Berna Transportation Corp, duly endorsed in blank and free and clear of all liens, claims, charges or other encumbrance
 - Transferor shall also deliver to Transferee(s) at Closing, all other documents required of Transferor for closing of the stock transfer hereunder.
3. Nonassumption of Liabilities. Except as otherwise agreed expressly in writing, Transferee(s) does not and shall not assume or agree to pay any of Transferor's or, where applicable, any shareholder's liabilities or obligations of any nature or kind. Transferor and, where applicable, any shareholder, shall each remain responsible for their respective debts and obligations.
4. Organization and Standing: Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and has the corporate power and authority to carry on its business as it is now being conducted.
5. Final Agreement. This Agreement represents the full agreement between the parties and supersedes any and all prior negotiations and understanding between them. This Agreement may not be modified or amended except by a written instrument executed by the shareholders of the Corporation Berna Transportation Corp.


Initial

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.




Guillermo Avello
Transferor



Ramon Soler
Transferee

Sworn to and Subscribed before me this 1 day of January, 20 18



Signature of Notary



Notary Seal

Said person is personally known to me ()

Type/Print

Or provided identification in the form of

Guillermo Avello
FL DL- A140-280-76-280-0
Ramon Soler
FL DL- S460-720-88-095-0

The date of each amendment(s) adoption: 01/01/18, if other than the date this document was signed.

Effective date if applicable: 05/09/18
(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 05/09/18

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)

Guillermo Arellano
(Typed or printed name of person signing)

President
(Title of person signing)