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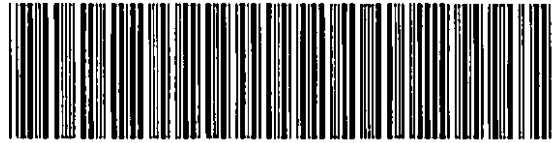
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Amad



UMAIR KAROWADIA

*LAW CLERK

ukarowadia@loopergoodwine.com

713.335.8600

OFFICES:

Houston, TX

New Orleans, LA

July 18, 2018

Amendment Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: Phoenix Environmental Services Corp., Articles of Amendment- Document
Number: P18000009458**

To Whom It May Concern,

Enclosed are the Articles of Amendment for Phoenix Environmental Services Corp., a Florida Corporation, a copy of the Articles of Amendment, and a check made payable to the Florida Department of State in the amount of \$43.75 for the Filing Fee & Certified Copy.

Please be sure to send the Certified Copy to 1300 Post Oak Blvd., Suite 2400, Houston, Texas, 77056 pursuant to the indication we have made on the bottom of the Cover Letter by checking the box which reads "\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)."

Very truly yours,

Umair Karowadia

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PHOENIX ENVIRONMENTAL SERVICES CORP

DOCUMENT NUMBER: P18000009458

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

Please return all correspondence concerning this matter to the following:

Robert Denzer

Name of Contact Person

Looper Goodwine P.C.

Firm/ Company

1300 Post Oak Blvd. Suite 2400

Address

Houston, TX 77056

City/ State and Zip Code

rdenzer@loopergoodwine.com

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

For further information concerning this matter, please call:

Robert Denzer

at (713) 3358885

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

Articles of Amendment
to
Articles of Incorporation
of

PHOENIX ENVIRONMENTAL SERVICES CORP

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

P18000009458

(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: N/A, Florida N/A
(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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

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

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

PLEASE SEE ATTACHMENT 1.

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

ATTACHMENT 1

Pursuant to Section 607.1003 of the of the Florida Business Corporation Act, the undersigned, being a Director of **Phoenix Environmental Services Corp.**, (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 29, 2018, Document No. P18000009458.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by the Board of Directors of the Corporation and its shareholders on May 1, 2018. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE IV **Capital Stock**

The maximum number of all classes of capital stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be, in the aggregate, two million (2,000,000) shares, of which: one million and five-hundred thousand (1,500,000) shall be designated as Common Stock, par value of \$0.01 per share, and five-hundred thousand (500,000) shares shall be designated as Preferred Stock, par value of \$1.00 per share.

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. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. Pursuant to provision (2)(a) of Section 607.0601 of the Florida Business Corporation Act, the holders of the Common Stock are entitled to one vote for each share of Common Stock at all meetings of stockholders (and written actions in lieu of meetings), and shares of Common Stock shall be the only class of Capital Stock that will any carry voting rights.

B. PREFERRED STOCK

1. General. Shares of Preferred Stock may be issued in one or more series and shall have such designations, powers, preferences, rights, qualifications, limitations and restrictions as determined by the Board of Directors of the Corporation under the provisions of Section 607.0602 of the Florida Business Corporation Act, or any successor statute.

2. Voting. Shares of Preferred Stock shall carry no right to vote for the election of the Board of Directors of the Corporation and no right to vote on any matters presented to the shareholders for their vote or approval, except only as the laws of the State of Florida require that voting to be granted to such shares of Preferred Stock.

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

Effective date if applicable: 7/8/18
(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 7/18/18

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)

Andrew J. Martin

(Typed or printed name of person signing)

Secretary and Treasurer

(Title of person signing)