

PI8000017689

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

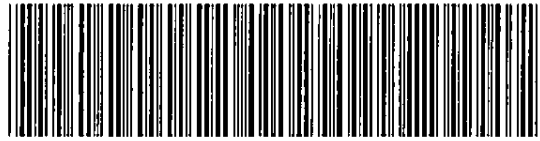
(Document Number)

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JAN 16 2025

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2024 DEC -3 PM 1:59
Filing Office

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Empire State Diamond, Inc.

DOCUMENT NUMBER: P18000017089

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

Please return all correspondence concerning this matter to the following:

Tomer M. Yuzary

Name of Contact Person

Empire State Diamond, Inc.

Firm/ Company

2054 Vista Parkway #400

Address

West Palm Beach FL 33411

City/ State and Zip Code

empirestatediamond@gmail.com

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

For further information concerning this matter, please call:

Tomer M. Yuzary 201 889-5005
at ()
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 checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Empire State Diamond, Inc.

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

P18000017089

(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:

_____ 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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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 _____

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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2024 DEC -3 PM 1:57

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

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

Please convert ownership from Tomer M. Yuzary to "Tomer M. Yuzary & Anna Polonska" 100% owners as

Tenants By The Entirety (we are married)

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)

10/28/2024

The date of each amendment(s) adoption: _____, if other than the date this document was signed. 10/28/2024

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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ 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)"

Dated 11-20-24
Signature Tomer M. Muzary
(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)

TOMER M. MUZARY
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Empire State Diamond, Inc.
P18000017089
DOCUMENT NUMBER: _____

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Name of Contact Person at () Area Code & Daytime Telephone Number

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(Principal office address MUST BE A STREET ADDRESS)

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

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Name of New Registered Agent _____

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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2024 DEC -3 PM 1:58
CLERK

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action
(Check One)

Title

Name

Address

1) Change

D

Anna Polonska

13833 Wellington Trace E4 #190

X

Add

Wellington FL 33414

Remove

2) Change

Add

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)

Please convert ownership from Tomer M. Yuzary to "Tomer M. Yuzary & Anna Polonska" 100% owners as

Tenants By The Entirety (we are married)

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)

10/28/2024

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"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____,"
(voting group)

Dated 11-20-24
Signature Tomer M. Yuzary
(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)

TOMER M. YUZARY
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Shareholder Resolution for Issuance of Joint Shares as TBE

Empire State Diamond, Inc.

Resolution of the Shareholders:

WHEREAS, the shareholders of Empire State Diamond, Inc. have reviewed and approved the terms of the **Plan of Merger**, dated **October 25, 2024** by and between Empire State Diamond, Inc. and Empire Diamond Products, Inc., providing for the merger of the two corporations and the issuance of shares to Tomer Yuzary and Anna Polonska as Tenants by the Entirety (TBE);

WHEREAS, this resolution is adopted in conjunction with the **Share Issuance Agreement**, dated **October 28, 2024**, to ensure alignment with the Plan of Merger.

WHEREAS, following the issuance of new shares jointly to Tomer Yuzary and Anna Polonska as tenants by the entirety (TBE), both Tomer Yuzary and Anna Polonska shall serve as board members of the Company, ensuring joint oversight and governance in alignment with their shared business and personal interests as a married couple;

NOW, THEREFORE, BE IT RESOLVED THAT:

A. Issuance of Joint Shares:

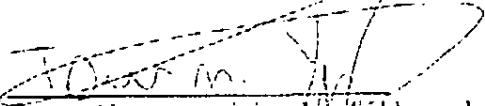
1. The Corporation shall issue 100% of its ownership shares jointly to "Tomer Yuzary and Anna Polonska, as Tenants by the Entirety (TBE)," upon completion of the merger.
2. The issuance of joint shares reflects the shareholders' alignment of business and personal goals, consolidating ownership to promote long-term stability for the surviving entity and ensuring the integrity and sustainability of the surviving business entity.
3. The issuance of joint shares as TBE reflects the parties' irrevocable intent to jointly own the Company under TBE, consistent with Florida law and their shared business and personal objectives, unless otherwise modified by mutual agreement.

[intentionally left blank]

B. Cancellation of Prior Shares:

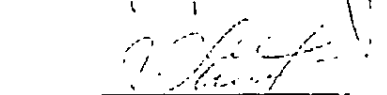
1. All shares previously issued in Empire State Diamond, Inc. and Empire Diamond Products, Inc. shall be forfeited and canceled, ensuring a unified ownership structure under the merged entity.

Signed:



Tomer Yuzary, as joint shareholder and tenant by the entirety

Date: 10/28/24



Anna Polonska, as joint shareholder and tenant by the entirety

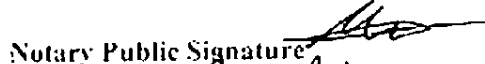
Date: 10/28/24

STATE OF FLORIDA, COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 28 day of October, 2024, by:

- Tomer Yuzary and Anna Polonska, as joint shareholder and tenants by the entirety

Each is: ☐ personally known to me ☒ has produced Florida license as identification.

Notary Public Signature 

Print Name: Axel Altamirano

My Commission Expires: April 15, 2028

Notary Stamp:

