

PI80000072355

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01/02/19--01006--030 *\$35.00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 14, 2019

DAVID ANTELO
HYDRENESES, INC.
2255 GLADES ROAD., SUITE 324A
BOCA RATON, FL 33431

SUBJECT: HYDRENESES, INC.
Ref. Number: P18000072355

We have received your document for HYDRENESES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears from the enclosed document, you may be trying to file 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. If this is the intention, the document submitted needs correcting. The document should be entitled 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. The preamble to the articles needs to be replaced with language similar to 'These Amended and Restated Articles or Restated Articles are being submitted pursuant to 607.1007/617.1007, Florida Statutes.

Please note historical information need not be listed. This would include the name of the incorporator and the name and address of the initial registered agent.

The date of adoption and the effective date, if any, will need to be included and who adopted the changes. It also, need to be signed by officer as required by law.

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) 245-6900.

Stacy Prather
Regulatory Specialist III

Letter Number: 419A00001065

To: Division of Corporations,

In response to this letter:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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Stacy Prather
Regulatory Specialist III

Letter Number: 419A00001065

Corrected Amendment is Attached,

\$ 35 Fee was submitted with original submission.

Robert White, Chairman

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hydrenesis, Inc.

DOCUMENT NUMBER: P18000072355

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

Please return all correspondence concerning this matter to the following:

Robert Watson
Name of Contact Person
Hydrenesis, Inc.
Firm/ Company
2255 Glades Road, Suite 324A
Address
Boca Raton, FL 33431
City/ State and Zip Code

bob@hydrenesis.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Watson at (561) 2670005
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:

- ☒ \$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)

\$35 Fee was included with first submission
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

Hydrenesis, Inc.

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

P18000072355

(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:

NA

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)

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

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 NA

(Florida street address)

New Registered Office Address: NA, 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.

NA
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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change	<u>C</u>	<u>Robert Watson</u>	<u>1774 Sorrell Lane</u>
<u> </u> Add			<u>Loxahatchee, FL 33470</u>
<u> </u> Remove			
2) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
3) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>

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

Amending Article IV to read as indicated on the attached 2 sheets ...

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)

NA

December 3, 2018

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

December 3, 2018

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 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.

February 7, 2019
Dated _____

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)

Robert Watson

(Typed or printed name of person signing)

Chairman

(Title of person signing)

FILED
2019 FEB 13 PM 6:23
TALLAHASSEE, FL

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF HYDRENESES, INC. (P18000072355)**

Article IV Amendment

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment to Article IV of its Articles of Incorporation. Article IV now reads:

- A. Classes of Stock. The Corporation is authorized to issue two classes of stock, designated respectively as "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is One Hundred Million (100,000,000), each with a par value of \$.001 per share, of which Seventy-Five Million (75,000,000) shares shall be Common Stock, and Twenty-Five million (25,000,000) shares shall be Preferred Stock. The Stock authorized by these Articles of Incorporation may be issued from time to time in one or more classes or series, at such time or times and for such consideration, as the Board of Directors may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in the Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series.
- B. Preferred Stock Series. The first series of Preferred Stock shall be designated "**Series A Preferred Stock**" and shall consist of Two Million Five Hundred Thousand (2,500,000) shares. The rights, preferences, privileges and restrictions granted to, and imposed upon, the Series A Preferred Stock are set forth below.
- C. Series A Preferred Stock - Rights, Preferences, Privileges and Restrictions.
 - 1. Dividend Rights. The holders of shares of Series A Preferred Stock ("Series A Preferred Holders") shall be entitled to receive dividends out of any assets legally available therefor, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative.
 - 2. Liquidation Preference.
 - a. Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, Series A Preferred Holders shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to their Purchase Price (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations) for each share of Series A Preferred Stock held, plus declared but unpaid dividends (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations).
 - b. Remaining Assets. Upon the completion of the distribution required by Section 2(a) above, the remaining assets of the Corporation available for distribution to stockholders

shall be distributed among the holders of the Common Stock pro rata based on the number of shares of Common Stock held by each.

3. Tag Along Rights. Series A Preferred Holders shall have the right to "tag along" pari pasu and on a pro rata basis in any transaction involving the sale or transfer of shares of Company Stock, options, warrants or other securities convertible into shares of Common Stock that are owned by David Antelo, provided that the Transferred Shares are not being transferred to a trust beneficiary, spouse or family member, and provided that the amount of Transferred Shares in any given transaction or series of transactions represents an aggregate of 10% or more of the total issued and outstanding shares of Stock of the Company.
4. Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock immediately upon the close of the liquidation of all or substantially all of the Company's assets, the sale of the Company's Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), or, upon the Corporation's acquisition of, or merger into, a publicly traded corporation.
5. Voting Rights. Except as otherwise required by law, the Series A Preferred Holders shall have no voting power, all such rights being reserved to the holders of Common stock.

D. Common Stock - Rights and Restrictions.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.
2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2(b) of this Article IV.
3. Tag Along Rights. Holders of Common Stock shall have the right to "tag along" pari pasu and on a pro rata basis in any transaction involving the sale or transfer of shares of Company Stock, options, warrants or other securities convertible into shares of Common Stock that are owned by David Antelo, provided that the Transferred Shares are not being transferred to a trust beneficiary, spouse or family member, and provided that the amount of Transferred Shares in any given transaction or series of transactions represents an aggregate of 10% or more of the total issued and outstanding shares of Stock of the Company.
4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.