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(Requestor's Name)

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(City/State/Zip/Phone #)

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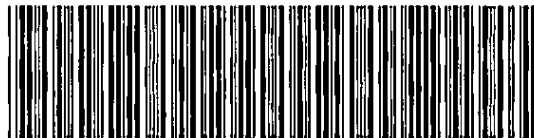
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T SCHROEDER



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December 19, 2018

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 W. Executive Center Circle
Tallahassee, Florida 32301

**Re: Certificate of Conversion/Articles of Incorporation
INTRIENERGY, INC.**

Dear Sir or Madam:

Enclosed please find Certificate of Conversion for Other Business Entity Into Florida Profit Corporation and Articles of Incorporation for filing with the Division of Corporations on behalf of the above-referenced entity. Please note the effective date is January 1, 2019. Our Check No. 613453 in the amount of \$113.75 is also enclosed to cover the filing fees and certified copy.

Please return confirmation and certified copy of this filing to my attention in the enclosed prepaid FedEx envelope.

Should you need anything further from us, in order to process the enclosed Certificate of Conversion, please do not hesitate to contact me.

Very truly yours,

Erin E. Houck-Toll

EEH/thb

Enclosures as noted above

FAX AUDIT NO.:

**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:

INTRIENERGY, INC.

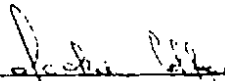
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Colorado on January 24, 2014.

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

INTRIENERGY, INC.

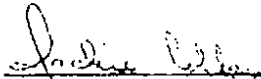
4. The conversion shall become effective on January 1, 2019.

Executed as of the 17th day of December, 2018.



Jackie Coffey, CEO
on behalf of IntriEnergy, Inc., "Other
Business Entity"

and



Jackie Coffey, CEO
on behalf of IntriEnergy, Inc., Florida
Profit Corporation

FAX AUDIT NO.:

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18 DEC 20 AM 10:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.:

**ARTICLES OF INCORPORATION
OF
INTRIENERGY, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be IntriEnergy Inc. The initial principal business address of the corporation is 4915 Rattlesnake Hammock, Rd, Suite 228, Naples, Florida 34113.

**ARTICLE 2
DURATION**

The corporation shall commence on January 1, 2019 and shall have perpetual existence thereafter.

**ARTICLE 3
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be fifty million (50,000,000) shares of common stock, all of the same class and each having no par value.

**ARTICLE 5
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

NAME

ADDRESS

HF Registered Agents, LLC

1715 Monroe Street
Fort Myers, FL 33901

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STATE OF FLORIDA
DEPARTMENT OF STATE

ARTICLE 6
DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall four (4) Directors initially, and the names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jackie Coffey	1995 Royal Road, Unit 128 Pickering, Ontario Canada L1V 6V9
Larry Rau	315 St. Andrews Blvd., A22 Naples, FL 34113
Franco Gaspari	8 – 200 Ormond Drive Oshawa, Ontario Canada L1G 6T5
Jeffrey Whitney	2701 W 29 th St. Sioux Falls, SD 57105

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TALLAHASSEE, FLORIDA

ARTICLE 7
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

ARTICLE 8
SHAREHOLDERS' AGREEMENT

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

FAX AUDIT NO.:

ARTICLE 9
INCORPORATOR

The name and the address of the person signing these Articles of Incorporation are as follows:

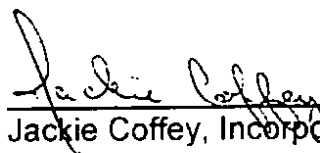
NAME

ADDRESS

Jackie Coffey

4915 Rattlesnake Hammock Rd.
Suite 228
Naples, FL 34113

These Articles of Incorporation have been executed this 17th day of December 2018.



Jackie Coffey, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

HF Registered Agents, LLC,
Registered Agent

By: 

Erin E. Houck-Toll, Vice President

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18 DEC 20 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: