

P 19 0000 30921

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2020-1-17 9:30

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Universal Biocarbon Inc.

DOCUMENT NUMBER: P19000030921

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

Please return all correspondence concerning this matter to the following:

David Disbrow  
Name of Contact Person  
Universal Biocarbon, Inc.  
Firm/ Company  
PO Box 872  
Address  
Port Salerno, Florida 45992  
City/ State and Zip Code  
david.disbrow@universalbiocarbon.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Milicevic at ( 813 ) 240-9330  
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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

Universal Biocarbon, Inc.

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

P19000030921

(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 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.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**Check if applicable**

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

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) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

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

NA

**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)*

see attached document

May 9, 2019 October 1, 2019

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

May 22, 2020

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 Unanimous Vote

(voting group)

May 22, 2020

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)

Michael Milicevic

(Typed or printed name of person signing)

CEO

(Title of person signing)

**THIRD AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UNIVERSAL BIOCARBON, INC.**

The name of the corporation is Universal BioCarbon Inc. (the "Corporation") incorporated on April 4, 2019 under document number P19000030921. The Articles of Incorporation was amended on May 9, 2019 and further amended on October 1, 2019. The Articles of Incorporation is further amended as follows:

1. Article VI of the Articles of Incorporation is amended in its entirety to read as follows:

The authorized capital stock of the Corporation consists of 150,000,000 Shares of Common Stock having no par value of which 57,000,000 Shares are Series A Common Stock, 21,500,000 Shares are Series B Common Stock, 21,500,000 Shares are Series C Common Stock and 100,000,000 Shares of Series D Common Stock. The holders of the Series A Common Stock are entitled to elect 1 Director; the holders of the Series B of Common Stock are entitled to elect 1 Director; the holders of the Series C Common Stock are entitled to elect 1 Director; and the holders of the Class D common Stock are entitled to elect 1 Director. In all other respects, the Series A Common Stock, the Series B Common Stock, the Series C Common Stock and the Series D Common Stock have the same rights and privileges.

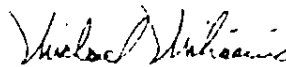
2. Article V of the Articles of Incorporation is amended in its entirety to read as follows:

The name and street address of the registered agent is:

Keith J. Kanouse  
6879 Giralda Circle  
Boca Raton, FL 33433

3. The foregoing amendments were unanimously adopted by the Directors pursuant to the written consent of the Board of Directors on May 22, 2020.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has signed this Third Amendment to the Articles of Incorporation on May 22, 2020.



Michael Milicevic, President

[Universal BioCarbon, Inc.]

May 24, 2020

Via UPS Overnight Delivery.

Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: Universal BioCarbon, Inc.

Ladies Gentlemen:

I enclose the Third amendment to Articles of Incorporation for Universal BioCarbon, Inc.  
I also enclose is a check for \$35 in payment of the filing fee. I would appreciate if this could be  
processed today.

If you have any questions, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael Milicevic". The signature is fluid and cursive, with the first name "Michael" and last name "Milicevic" clearly distinguishable.

Michael Milicevic, President