

P210000 41828

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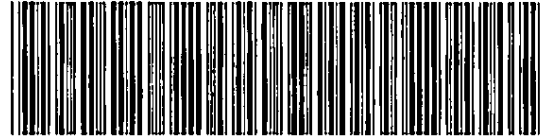
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SECRETARY OF STATE
TALLAHASSEE, FL

10/5/2

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AUTOMATED WATER SYSTEMS FL INC

DOCUMENT NUMBER: P21000041828

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

Please return all correspondence concerning this matter to the following:

DAWN M TROUT

Name of Contact Person

AUTOMATED WATER SYSTEMS FL INC

Firm/ Company

3501 DEL PRADO BLVD S STE 301

Address

CAPE CORAL, FL 33904

City/ State and Zip Code

DAWNT@GRCPA.PRO

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

For further information concerning this matter, please call:

DAWN M TROUT

Name of Contact Person

at (239)

542-4400

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)

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

AUTOMATED WATER SYSTEMS FL INC.

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

P21000041828

(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:

AUTOMATED WATER SYSTEMS, INC.

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**)

3501 DEL PRADO BLVD S STE 301

CAPE CORAL, FL 33904

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

3501 DEL PRADO BLVD S STE 301

CAPE CORAL, FL 33904

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:

(City)

Florida

(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.

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TALLAHASSEE, FL

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> </u> Change	<u>P</u>	<u>HEATH COX</u>	<u>409 SW 47TH TER</u>
<u>X</u> Add			<u>CAPE CORAL, FL 33914</u>
<u> </u> Remove			
2) <u>X</u> Change	<u>D</u>	<u>DAWN M TROUT</u>	<u>3501 DEL PRADO BLVD S STE 3</u>
<u> </u> Add			<u>CAPE CORAL, FL 33904</u>
<u> </u> Remove			<u>3501 DEL PRADO BLVDS S STE</u>
3) <u>X</u> Change	<u>D</u>	<u>JOHN C GALLAGHER</u>	<u>CAPE CORAL, FL 33904</u>
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

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

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

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

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)

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

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 9-23-21

Signature Dawn M Trout
(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)

DAWN M TROUT
(Typed or printed name of person signing)

DIRECTOR
(Title of person signing)

Attached:

- Asset Purchase & Sales Agreement
 - See Page 2: Automated Water Systems, Inc
 - Name rights sold to Automated Water System FL Inc.
 - Automated Water System FL Inc
- is Changing Name to Automated Water Systems Inc.

ASSET PURCHASE AND SALES AGREEMENT

COPY

This asset purchase and sales agreement (Agreement) is made this 6 day of July, 2021 by and between Terry Gilbar, Tammie Gilbar and Automated Water Systems Inc., a Florida Corporation (collectively Seller, Party or Parties), and Automated Water Systems FL, Inc., a Florida Corporation (Purchaser, Party or Parties).

RECITALS

1. Seller owns and operates a lawn irrigation and sprinkler business located at 925 SE 11th Ave, Cape Coral, Florida, 33915 (Business).
2. Seller desires to sell to Purchaser, and Purchaser desires to purchase from Seller, substantially all of the assets and rights that comprise and are used in the operation of the Business, under the terms and conditions of this Agreement.

OPERATIVE PROVISIONS

Seller and Purchaser, in consideration of the mutual covenants and promises contained herein, hereby agree as follows:

1. Purchase and Sale of Assets.

1.1. Assets. Subject to the terms and conditions of this Agreement, Seller shall sell and deliver to Purchaser, and Purchaser shall purchase and acquire from Seller on the Closing Date (as defined herein), all of the assets that Seller owns and uses in the Business, of every nature, kind, and description, wherever located, real or personal, tangible or intangible, and all of the rights of Seller in and to the Business as a going concern; all as the same existed on April 24, 2021, the date Purchaser reviewed the operations of the Business, subject only to changes created by the conduct of the Business in the ordinary course. The assets of the Business include, but are not limited to:

1.1.1. All vehicles, inventory, furniture, fixtures, equipment, computers, computer files including all data of any type whatsoever which comprises those files, computer software programs, supplies, leaseholds, leasehold improvements and all other tangible assets used in the Business as listed on the attached Exhibit A; and

1.1.2. All customers listed on the attached Exhibit B (Seller's Customer List), customer files, customer work-papers, billing files, supplier lists, operating records, and all other lists, records and documentation required or otherwise used by Seller to

operate the Business as a going concern, except such records and documents that Seller may require to prepare or substantiate any tax returns, copies of which documents Seller shall also deliver to Purchaser on the Closing Date; licenses and permits, and if any of those are not saleable and transferable, Seller shall cooperate with Purchaser to enable Purchaser to obtain such licenses and permits under the name Seller is selling to Purchaser; the Business name, and the Business records; all of Seller's rights in and to the telephone and fax numbers and e-mail names, websites and any other internet or electronic presence used by Seller in the operation of the Business as a going concern, (including, without limitation, the following telephone numbers: 239-707-5531; 239-772-3717; 239-574-6590 and all intangible rights to the Business as a going concern, including goodwill (Intangible Property), except any unearned prepaid expenses. Seller is also selling the corporate name Automated Water Systems, Inc., a Florida corporation, to Purchaser. Immediately after closing Seller shall change its name from Automated Water Systems, Inc., a Florida Corporation, and deliver written consent to the Florida Department of State, Division of Corporations, or its successors, for Purchaser to immediately commence the use the name Automated Water Systems, Inc., a Florida corporation. The name change required by Seller shall not in any way affect any of the rights of, or in any way relieve any of the obligations of, Seller, as renamed, be it one or more times, under this Agreement; it being the express intent of Seller and Purchaser that Seller's renamed Florida corporation shall, for all of the purposes of this Agreement, remain and be one and the same as, and stand in the shoes of the corporate Seller.

For purposes of convenience, anything identified as an asset in this paragraph 1 shall be collectively referred to as the Assets.

2. Purchase Price, Payment, Adjustment and Offsets.

2.1. Purchase Price. The total purchase price for the Assets and the consideration for the Consulting Agreement contained in paragraph 12 below shall be ~~the purchase price of the Assets and the consideration for the Consulting Agreement~~, subject to the adjustment provisions contained in paragraph 2.3 below ~~the purchase price of the Assets and the consideration for the Consulting Agreement~~

remedies Purchaser may possess, shall be entitled to have this Agreement specifically enforced.

In Witness Whereof, Seller and Purchaser have executed this Agreement on the date below written.

Seller: Automated Water Systems, Inc., a Florida corporation

By President - Terry E. Gilbar

As its _____

925 SE 11th Avenue
Cape Coral, Florida 33915

Date: 7/6/2021

Terry E. Gilbar
Terry Gilbar
828 SW 17th Street
Cape Coral, Florida 33919

Date: 7/6/2021

Tammie Gilbar
Tammie Gilbar
828 SW 17th Street
Cape Coral, Florida 33919

Date: 7/6/2021

Purchaser: Automated Water Systems FL, Inc., a Florida corporation

By Dawn Fox

As its President

3501 Del Prado Boulevard South
Suite 302

Cape Coral, Florida 33904

Date: 7/6/21