

P220000000718

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(Requestor's Name)

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(Address)

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(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

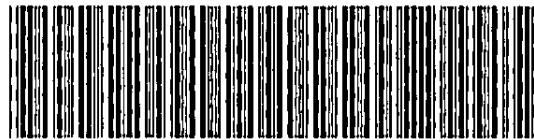
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(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 17 2022  
S. PRATHER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: HydrEvolve Inc.

DOCUMENT NUMBER: P22000000718

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

Please return all correspondence concerning this matter to the following:

David Amelo

Name of Contact Person

HydrEvolve Inc.

Firm/ Company

3350 NW 22nd Ter Suite 900

Address

Pompano Beach, Florida 33069

City/ State and Zip Code

danelo310@yahoo.com

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

For further information concerning this matter, please call:

David Amelo

at ( 561 ) 716-0684

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

HydreVolve Inc.

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

P22000000718

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *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)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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 N/A

(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

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1) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
2) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
3 ) _____ Change	_____	_____	_____
_____ Add			_____
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4) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
5) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
6) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____

**E. FLORIDA PROFIT BENEFIT CORPORATION OPTIONS, IF APPLICABLE:**

- ☐ The corporation, in accordance with the required minimum status vote, elects to be a Florida Profit Benefit Corporation in accordance with s. 607.604, F.S.

The purpose for which the benefit corporation is organized is to create a general public benefit and:

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The general and/or specific public benefit(s) to be created by the corporation (in addition to its general purpose) is/are as follows (optional):

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The additional qualifications of Benefit Director(s), if any, are as follows: \_\_\_\_\_

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The name(s) and address(es) of the Benefit Director(s) and/or Benefit Officer(s), if any:

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

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(Include attachment if necessary)

- ☐ The corporation, in accordance with the required minimum status vote, terminates its status as a Florida Profit Benefit Corporation in accordance with s. 607.605, F.S. The revised purpose for which the corporation is organized is as follows:

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The additional qualifications of Benefit Director(s), if any, are no longer applicable and are hereby deleted.

**F. FLORIDA PROFIT SOCIAL PURPOSE CORPORATION OPTIONS, IF APPLICABLE:**

- ☐ The corporation, in accordance with the required minimum status vote, elects to be a Florida Profit Social Purpose Corporation in accordance with s. 607.504, F.S. The business purpose for which the social purpose corporation is organized

is: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The public benefit for which the corporation is organized is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The specific public benefit(s) to be created by the corporation (in addition to the above) is/are as follows (optional):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The additional qualifications of Benefit Director(s), if any, are as follows: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The name(s) and address(es) of the Benefit Director(s) and/or Benefit Officer(s), if any:

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

(Include attachment if necessary)

- ☐ The corporation, in accordance with the required minimum status vote, terminates its status as a Florida Profit Social Purpose Corporation in accordance with s. 607.505, F.S. The revised purpose for which the corporation is organized is as follows:

\_\_\_\_\_  
\_\_\_\_\_

The additional qualifications of Benefit Director(s), if any, are no longer applicable and are hereby deleted.

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

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 Ninety Five Million (95,000,000) shares shall be Common Stock, and Five million (5,000,000) 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 One Million (1,000,000) 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 passu 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 Common Stock Shareholders, 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 passu 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 Common stock holders, 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.

H. 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)

N/A



The date of each amendment(s) adoption: April 20<sup>th</sup>, 2022, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

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.

Dated April 20, 2022

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)

David Antelo

(Typed or printed name of person signing)

President

(Title of person signing)

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