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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: National Energy USA, Inc
Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

John L. Switzer, Jr
Contact Person

National Energy USA
Firm/Company

418 W Garden Street, 201
Address

Pensacola, FL 32502
City, State and Zip Code

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

For further information concerning this matter, please call:
John L. Switzer, Jr at (251) 459-1579
Name of Contact Person — Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ $105.00 Filing Fees ☐ $113.75 Filing Fees and Certificate of Status ☐ $113.75 Filing Fees and Certified Copy ■ $122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

National Energy USA, LLC

Enter Name of the Converting Entity

2. The converting entity is a Limited Liability Company

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of State of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on January 31, 2012

Enter date "Converting Entity" was first organized, formed or incorporated.

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

National Energy USA, Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: January 01, 2025

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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.

Signed this 01 day of November, 20 24.

Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or if Directors or Officers have not been selected, an Incorporator:

Printed Name: David Robau Title: CEO

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature:

Printed Name: David Robau Title: CEO/Managing Member

Signature:

Printed Name: John L. Switzer, Jr Title: CFO/Managing Member

Signature:

Printed Name: Title:

Signature:

Printed Name: Title:

Signature:

Printed Name: Title:

Signature:

Printed Name: Title:

If Florida General Partnership or Limited Liability Partnership:
Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:
Signatures of **ALL** General Partners.

If Florida Limited Liability Company:
Signature of a Member or Authorized Representative.

All others:
Signature of an authorized person.

Fees:

Articles of Conversion:	$35.00
Fees for Florida Articles of Incorporation:	$70.00
Certified Copy:	$8.75 (Optional)
Certificate of Status:	$8.75 (Optional)

ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME National Energy USA, Inc

The name of the corporation shall be: _____

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address	Mailing address, if different is:
418 W Garden Street, 201	
Pensacola, FL 32502	

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
Provide environmental and engineering services and solutions to government, commercial, and industrial customers.

2004 DEC -9 PM 5:15
STATE
TAL, FL

ARTICLE IV SHARES 10,000,000

The number of shares of stock is: _____

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: David Robau/CEO
Address: 4077 Soundpointe Drive
Gulf Breeze, FL 32563

Name and Title: John L. Switzer, Jr/CFO
Address: 837 Bayshore Drive
Pensacola, FL 32507

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: John L. Switzer, Jr

Address: 837 Bayshore Drive
Pensacola, FL 32507

****

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

November 1, 2024
Date

2024 DEC -9 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FL

PLAN OF CONVERSION

NATIONAL ENERGY USA, LLC plans to convert from an LLC to a Corporation named NATIONAL ENERGY USA, Inc.

This new entity will be formed in the State of Florida as a Corporation.

Where as, Managing Members will convert their respective percentage of membership units

MANAGING MEMBERS	OWNERSHIP AS AN LLC	%	# OF COMMON SHARES
DAVID ROBAU	70.19%	0.7019	7,019,000
JOHN SWITZER	29.81%	0.2981	2,981,000
TOTAL:	100%	1	10,000,000

IN WITNESS WHEREAS, these parties have agreed to this conversion by Signature dated November 4th, 2024.

DAVID ROBAU 11/1/24 DATE

JOHN LAMAR SWITZER, JR 11/1/24 DATE

NATIONAL ENERGY

Board of Directors Meeting Minutes

Board Meeting: 9/01/2024 in Pensacola, FL at 9:00 AM

Participants: Dave Robau and John Switzer.

ORDER OF NEW BUSINESS:

Item #1) Convert National Energy USA, LLC into National Energy USA, Inc and elect to be taxes as a C Corporation.

Discussion: All the members of the Board of Directors of National Energy USA, LLC, organized under the laws of the State of Florida, by unanimous consent in writing pursuant to the authority contained in the Florida Statutes, do hereby consent to the following actions of the company and direct that this consent be filed with these minutes of the Board of Directors. This consent shall be effective when counterparts have been signed by all of the Directors.

- RESOLVED, That it is in the best interest of the Corporation that the Corporation establish a Stock Option Plan.
- RESOLVED, That the following individuals shall serve on the Stock Option Plan Committee until the next annual meeting of the Board of Directors
    - David Robau
    - John Switzer
- RESOLVED, That the form of the Stock Option Plan in the form attached hereto, and it hereby is, adopted as the National Energy USA, Inc., Stock Option Plan.
- RESOLVED, That the officers of the company acting jointly authorized and directed to take such actions and to make, execute, and file on behalf of this company such documents as may be necessary or desirable to carry out the intent and purposes of the foregoing resolutions.

Vote: A vote was taken and all participants with unanimous consent by the Board of Directors.

Next Action: Complete legal and accounting paperwork and notify the IRS.

CLOSING: The meeting was adjourned at 10:30 AM

Board President: _____
Dave Robau

Board Member: _____
John Switzer