

**W24000073864**

FL  
12-9-24

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W24000154223 FC 11-18-24

Office Use Only



900439128249

2024 DEC -9 PM 5:15  
STATE  
SEC. FL

1. *Chlorophyll a* and *Chlorophyll b* were determined by the method of Arar and Collins (1971).

**SUBJECT:** \_\_\_\_\_  
Name of Resulting Florida Profit Corporation

Please return all correspondence concerning this matter to:

---

Contact Person

Firm/Company
--------------

---

Address

City, State and Zip Code \_\_\_\_\_

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

John L. Switzer, Jr. 251 459-1579  
\_\_\_\_ at (\_\_\_\_) \_\_\_\_\_  
Name of Contact Person Area Code and Daytime Telephone Number

☐ \$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

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.

2024 DEC -9 PM 5:15

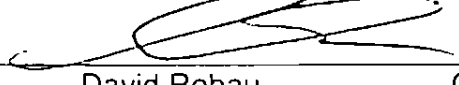
RECEIVED  
STATE  
FILE

RECEIVED

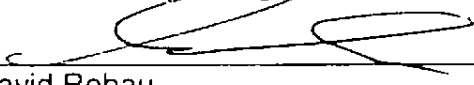
Signed this 01 day of November, 2024.

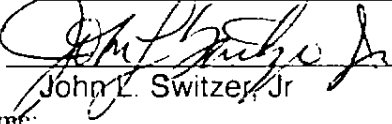
**Required Signature for Florida Profit Corporation:**

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

  
\_\_\_\_\_  
David Robau CEO  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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

Signature:   
\_\_\_\_\_  
David Robau CEO/Managing Member  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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

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)

2024 DEC -9 PM 5:15

STATE  
OFFICE  
FL

1.370

**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.

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

2011 DEC -9 PM 5:15  
STATE  
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: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

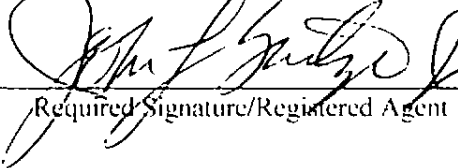
**ARTICLE VI REGISTERED AGENT**

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

Name: John L. Switzer, Jr  
837 Bayshore Drive  
Address: 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

RECEIVED  
2024 DEC -9 PM 5:15  
STATE  
REG. 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



## 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

2024 DEC -9 PM 5:15  
STATE  
FILE