

P96000083992

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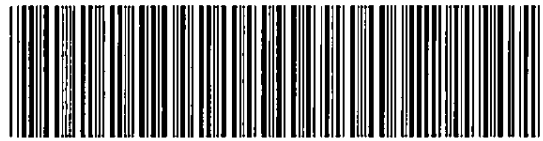
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ACCESS-POWER & Co. INC

DOCUMENT NUMBER: P96000083992

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

Please return all correspondence concerning this matter to the following:

Anthony DiGiacomo

Name of Contact Person

Firm/ Company

312 N. Entrance Rd.

Address

Sanford, FL., 32771

City/ State and Zip Code

anthony@racksbilliards.com

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

For further information concerning this matter, please call:

Anthony DiGiacomo at (407) 466-3355
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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

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2024 FEB 20 AM 9:23
CLERK OF COURT
JULIA M. WATSON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2024

ANTHONY DIGIACOMO
312 N ENTRANCE RD
SANFORD, FL 32771

SUBJECT: ACCESS-POWER & CO. INC.
Ref. Number: P96000083992

We have received your document for ACCESS-POWER & CO. INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging.

I'm not sure of what you are trying to do here. First of all you can't send filed documents to be file again. If you are trying to file Amended and Restated Articles or Restated Articles you will need to either complete our Restated Application or draw up your own according to the Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 824A00001996

AMENDMENT TO THE ARTICLES OF
ACCESS-POWER AND CO. INC.

FILED
2024 FEB 20 AM 9:23
SECRETARY OF STATE
FLORIDA

Pursuant to Section 607.1006 of the 2017 Florida Statute, the undersigned person desiring to amend the Articles of Access-Power and Co. Inc. (the "Company"), a Florida corporation, does hereby sign, verify, and deliver to the Office of the Secretary of State of Florida this Amendment to the Articles of Incorporation of the Company.

The amendment contained herein was approved by the Board of Directors of the Company on December 18, 2023.

FIRST. The Articles of Incorporation of the Company were first filed and approved by the Office of the Secretary of State of Florida on October 10, 1996. This Amendment to the Articles of Incorporation will become effective upon the filing of the Articles of Amendment with the Florida Secretary of State, and as stated in the approval resolution.

SECOND. That Article III shall be amended by adding at the end thereof the following: "The Corporation hereby fixes, ratifies, and determines the designation of the number of shares and the rights, preferences, privileges, and restrictions relating to the Convertible Series A Preferred Stock as stated on April 5, 2021, as follows:

- (a) Designation: The Series A Preferred Stock as amended shall be designated the Convertible Series A Preferred Stock (the "Series A Preferred Stock").
- (b) Authorized Shares: The number of authorized shares of Series A Preferred Stock continues to be 5,000,000 (five million) shares with a par value of \$0.0001.
- (c) Liquidation Rights: In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, after setting apart or paying in full preferential amounts due to Holders of senior capital stock—if any—the Holders of Series A Preferred Stock and parity capital stock—if any—shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the Holders of junior capital stock, including Common Stock an amount equal to \$0.001 per share (the "Liquidation Preference"). If upon such liquidation, dissolution, or winding up of the Company, the assets of the Company available for distribution to the Holders of the Series A Preferred Stock and parity capital stock, if any, shall be sufficient to permit in full the payment of the Liquidation Preference, then all such assets of the Company shall be distributed among the holders of Series A Preferred Stock. Neither the consolidation or merger of the Company nor the sale, lease, or transfer by the Company of all or a part of its assets shall be deemed a liquidation, dissolution, or winding up of the Company for the purpose of this Section (c).
- (d) Conversion Rights: Each share of Series A Preferred Stock shall be convertible, at the option of the Holder, into 1,000 (one thousand) fully paid and non-assessable shares

of the Company's common stock. The foregoing conversion calculation shall be hereinafter referred to as the "Conversion Rate."

- (e) Voting Rights: Except as otherwise expressly provided herein or as required by law, the Holders of Series A Preferred Stock shall be entitled to vote on any and all matters considered and voted upon by the Company's common stock. The Holders of Series A Preferred Stock shall be entitled to 1,000 (one thousand) votes per share of Series A Preferred Stock.

All other aspects of Article III shall remain unchanged.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Articles of Incorporation to be signed by Anthony DiGiacomo, Director and Chairman, and Pedro Botta, CEO, this 18 of December 2023.



Anthony DiGiacomo

Chairman, Director



Pedro Botta

CEO

April 21, 2021

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 Majority of Shareholders

(voting group)

December 18, 2023
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)

Anthony DiGiacomo

(Typed or printed name of person signing)

Director

(Title of person signing)

ACCESS-POWER & Co. INC., "ACCR".

WRITTEN CONSENT OF THE BOARD OF DIRECTORS TO TAKE ACTION

December 18, 2023

BOARD RESOLUTION: AMENDMENT TO ARTICLES OF INCORPORATION

The undersigned, comprising the Board of Directors of **ACCESS-POWER & Co. INC.**, a Florida Corporation ("ACCR" or the "Company"), acting pursuant to the provisions of the General Corporation Law of the State of Florida, and the Company's Bylaws, do hereby waive all notice of the time, place and purpose of a special meeting and hereby consent and agree to the adoption of the following resolutions, with the same force and effect as if made at a duly convened and held meeting of the Board of Directors of the Company.

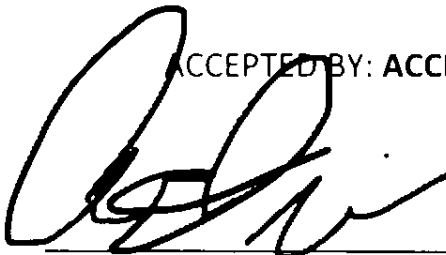
WHEREAS a majority of the board of directors voted and affirmatively agreed that it is in the best interests of the Company to amend the articles of incorporation to reinstate as of April 21, 2021, provisions concerning the authorization and issuance of preferred shares, and to approve the Bylaws dated February 22, 2023:

WHEREAS, in accordance with this Corporation's bylaws and Fla. Stat. § 607.1003, the preferred shareholders of the Corporation have voted to approve the matter in the resolution below.

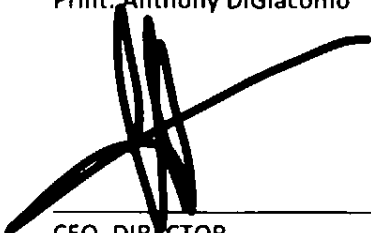
It is, therefore,

RESOLVED, that the president and secretary of this Corporation are hereby authorized to execute and dispatch to the Florida Department of State, articles of amendment with respect to the reinstatement of certain provisions to the Articles of Incorporation of the Company dated March 26, 2021, attached to this resolution, and the Company's Bylaws dated February 22, 2023.

ACCEPTED BY: **ACCESS-POWER & Co. INC. (ACCR) MANAGEMENT**



DIRECTOR, CHAIRMAN
Print: Anthony DiGiacomo



CEO, DIRECTOR
Print: Pedro Botta