

Division of Corporations

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798000062582

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CIRQUE ENERGY, INC.**

Certificate of Status	0
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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

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MAR 31 2014

C. CARROTHERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3/28/2014

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cirque Energy, Inc.

DOCUMENT NUMBER: P98000062582

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

Please return all correspondence concerning this matter to the following:

Joseph DuRant

Name of Contact Person

Cirque Energy, Inc.

Firm/ Company

645 Griswold Penobscot Building, Suite 3274

Address

Detroit, Michigan 48226

City/ State and Zip Code

joed@cirque-energy.com

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

For further information concerning this matter, please call:

Joseph DuRant

Name of Contact Person

at (888) 963-2622

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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14 MAR 28 AM 8:47

Articles of Amendment
to
Articles of Incorporation
of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cirque Energy, Inc.

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

P98000062582

(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:

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 _____

(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

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:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

Article IV of the Articles of Incorporation is hereby amended by adding the language
on the attached additional sheet following the present Article IV. No part of the present
Article IV is amended, replaced or deleted in any way.

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)

N/A

The date of each amendment(s) adoption: March 27, 2014, if other than the date this document was signed.

Effective date if applicable: Upon filing
(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 March 27, 2014

Signature

Joseph E. DuRant

(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)

Joseph DuRant

(Typed or printed name of person signing)

CEO and Director

(Title of person signing)

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CLASS C CONVERTIBLE PREFERRED SHARES

Number of Class C Convertible Preferred Shares Authorized: 100,000

Stated Rate of Return: N/A

Stated Value: \$10.00

Preference Term: 5 years

Conversion Rate: \$0.0169

Rate of Conversion is set at \$0.0169 per share and is calculated by dividing the par value of each share by the rate of conversion. Example: 1 share of Class C Convertible Preferred has a Stated Value of \$10.00 The number of common shares received on conversion will be $\$10.00/\$0.0169 = 592$ shares of common stock. The rate of conversion will be adjusted for any dilutive or anti-dilutive stock split.

Conversion Rights: The beneficial owner of the Class C Convertible Preferred may convert such shares to common shares at any time by providing written notice of conversion to the issuer.

Issuer's Right to Demand Conversion Provision: The issuer, at its discretion, may require the conversion of the Class C convertible Preferred to common shares on any time one of the following events:

- 1 Acquisition or merger of a value equal to or greater than 30% of the then current business value or a dilutive impact to the outstanding shares of greater than 10%
- 2 Registration of an Offering for the sale of securities
- 3 The Preference Term of 5 years expires
- 4 Death or mental incapacity of the beneficial holder

Registration Rights: In the event there is a registered offering of securities the Class C Convertible Preferred may convert to common shares and those shares must be included in the offering registration.

Liquidation Preference: In the event of:

1. The sale of a material portion or all of the business
2. A liquidation of the material assets of the business

3. Bankruptcy The beneficial holders of the Class C Convertible Preferred Shares will have a preference in recovery that is subordinate to the debt of the issuer but senior to the common shareholders.

Voting Rights: The beneficial owner of the Class C Preferred shall have voting rights equal to 1 vote for each common share that would be received on conversion. The Class C Convertible Preferred Shareholder may vote on any matter that is brought to a vote of the common stock holders.

Transferability: The holders of the Class C Convertible Preferred Shares may not sell, transfer, hypothecate or otherwise in any way encumber the Class C Convertible Shares except to an individual owning more than 5% of the equity of the issuer and with the consent of the Board of Directors. In the event of the death or in the event that the beneficial owner becomes unable to manage his or her own affairs due to illness or mental incapacity, then the issuer may force the conversion of that individual's Class C Convertible Shares to common stock. The common stock will not be registered but may be transferred, sold or otherwise liquidated by the beneficial owner or their designated agent without restriction.