

Division of Corporations

Page 1 of 1

P98000062582

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

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000024796 3)))



H150000247963ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

15 JAN 30 PM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JAN 30 PM 1:03

RECEIVEDDEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
ARM
2-2-15

FILED
15 JAN 30 PM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cirque Energy, Inc.

DOCUMENT NUMBER: P9800062582

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

at 888 963-2622

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:

☐ \$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

FILED
15 JAN 30 PM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Cirque Energy, Inc.

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

P9800062582

(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:

(City)

Florida

(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: January 29, 2015 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 January 29, 2015

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)

Joseph DuRant

(Typed or printed name of person signing)

CEO and Director

(Title of person signing)

CLASS D CONVERTIBLE PREFERRED SHARES

Number of Class D Convertible Preferred Shares Authorized: 50,000

Stated Value: \$10.00

Dividends: The Class D Convertible Preferred Shares (the "Class D Shares") of Cirque Energy, Inc. (the "Company") shall pay an annual dividend at the rate of 8% per annum, payable quarterly on each of March 31, June 30, September 30 and December 31 (each a "Dividend Payment Date"), based on a 360 day calendar year. Such quarterly dividends shall be payable in cash. In the event the Holder of Class D Shares shall convert such shares into common shares of the Company (the "Common Shares") as set forth below, in whole or in part, accrued and unpaid dividends on the amount so converted shall be payable as of the date of conversion (the "Conversion Date"), pro-rated for any period of less than three months.

Preference Term: 2 years

Conversion Price: Each of the Class D Shares may be converted by the Holder at a 50% discount to the Calculated Average Closing Price of the Common Shares (the Common Shares issued upon conversion being referred to herein as the "Conversion Shares"). The "Calculated Average Closing Price" is defined as the average closing sale price of the Common Shares, as reported by NASDAQ, for each of the 10 trading days immediately preceding the date of issuance of the Class D Shares (the "Issuance Date"). The Conversion Price shall be the Stated Value per share divided by the Calculated Average Closing Price.

Conversion Rights: The record owner of the Class D Shares to Conversion Shares at any time by providing written notice of conversion to the Company.

Issuer's Right to Demand Conversion: The Company, at its discretion, may require the conversion of the Class D Shares to Conversion Shares on any time upon the occurrence of 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 Common Shares for the resale under the Securities Act of 1933, as amended
- 3 The Preference Term of 2 years expires
- 4 Death or mental incapacity of the beneficial holder

Registration Rights: In the event there is a registered offering of Common Shares the Company shall exercise its commercially reasonable efforts to have any Conversion Shares included in the registration statement prepared in connection with such offering.

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 D 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 D Preferred shall have voting rights equal to 1 vote for each Common Share that would be received on conversion. The holder of Class D Shares may vote on any matter that is brought to a vote of the common stockholders on an as-converted basis.

Transferability: The holders of the Class D Convertible Preferred Shares may not sell, transfer, hypothecate or otherwise in any way encumber the Class D 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 D 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.

Redemption. On the day that shall be two years from the Issuance Date, the Company shall have the option to redeem any Class D Shares outstanding in its sole and absolute discretion. In the event of redemption, the Company will make a cash payment of \$10.00 per share plus accrued but unpaid interest to the holder of record of each such Class D Share. Further, the Company shall issue to the holder of record of each Class D Shares a number of Common Shares equal to \$10.00 divided by the Calculated Average Closing Price preceding the written notice of redemption.