

F20000003581

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

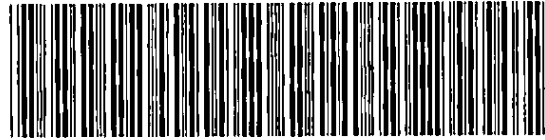
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DIVISION OF CORPORATIONS
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**CORPORATE
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- CERTIFIED COPY _____
- PHOTOCOPY _____
- CUS _____
- FILING INC. AMENDMENT _____

KELVION, INC

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Kelvion, Inc.
Name of Corporation

DOCUMENT NUMBER: F20000003581

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cathy Powers
Name of Contact Person

Kelvion, Inc
Firm/Company

17757 US HWY 19 N Suite 275
Address

Clearwater, FL 33764
City/State and Zip Code

cathy.powers@kelvion.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cathy Powers at (727) 489-9778
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy \$52.50 Filing Fee, Certificate of Status & Certified Copy

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F20000003581

(Document number of corporation (if known))

1. Kelvion, Inc.

(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 08/17/2020

(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. **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

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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Sec/Treas</u>	<u>Claudia Lodetti</u>	<u>17757 US HWY 19 N Suite 275</u> <u>Clearwater, FL 33764</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>VP Ops</u>	<u>Joe Gende</u>	<u>17757 US HWY 19 N Suite 275</u> <u>Clearwater, FL 33764</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>Pres</u>	<u>Christine O'Connor</u>	<u>5202 W. Channel Road</u> <u>Catoosa, OK 74015</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>CFO & S</u>	<u>Sergio Fernandes</u>	<u>5202 W. Channel Road</u> <u>Catoosa, OK 74015</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>VP</u>	<u>Claudia Lodetti</u>	<u>17757 US HWY 19 N Suite 275</u> <u>Clearwater, FL 33764</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

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10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Claudia Lodetti

(Typed or printed name of person signing)

Sec/Treas

(Title of person signing)

FILING FEE \$35.00

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
KELVION INC.**

August 28, 2020

The undersigned, being all the members of the Board of Directors (the "**Board**") of Kelvion Inc., a Delaware corporation (the "**Corporation**"), in lieu of holding a meeting, hereby consents, as of the date first written above, to the adoption of the following resolutions pursuant to Section 141 of the General Corporation Law of the State of Delaware (the "**DGCL**").

WHEREAS, the Board reviewed the overall Restructuring Plan as set forth in the Motion for Resolution, dated August 10, 2020 submitted for approval to the Kelvion Management GmbH Board and the Shareholder Committee regarding the "Legal merger of Romy Acquisition Inc. into Kelvion Inc." and "Legal merger of ENEXIO Holding Inc. into Kelvion Inc.", and subsequently approved on August 11, 2020 pursuant to Approval Catalogue (the "**Restructuring Plan**"); and

WHEREAS, it is deemed advisable and in the best interests of the Corporation for the Corporation to approve any transaction necessary to effectuate the Restructuring Plan.

NOW, THEREFORE, BE IT:

RESOLVED, that on behalf of the Corporation, the Board hereby acknowledges the Restructuring Plan, which includes the merger of Romy Acquisition Inc. into the Corporation; and

FURTHER RESOLVED, that in connection with the Restructuring Plan, the Board has reviewed the Report of the Fair Market Value of ENEXIO Holding Inc. ("**ENEXIO Holding**"), as of July 31, 2020 issued by Blue & Co., LLC of Indianapolis, and the purchase by the Corporation of all of the issued and outstanding shares of ENEXIO Holding, from ENEXIO Management GmbH for the purchase price of \$4,000 equal to the fair market value of ENEXIO Holding (the "**Purchase**") pursuant to the terms of the Share Purchase Agreement, substantially in the form presented to the Board and attached hereto as Exhibit A, all of which is hereby authorized, approved and ratified in all respects; and

FURTHER RESOLVED, that subsequent to the purchase of the shares of ENEXIO Holding, the Corporation is authorized to merge ENEXIO Holding into the Corporation (the "**ENEXIO Holding Merger**") under Section 253 of the DGCL pursuant to the terms of the Certificate of Ownership and Merger and the Plan of Merger, substantially in the form presented to the Board and attached hereto as Exhibit B, which are hereby authorized, approved and ratified in all respects; and

FURTHER RESOLVED, that the Purchase and the ENEXIO Holding Merger are intended to qualify as a tax-free reorganization pursuant to Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended; and

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FURTHER RESOLVED, that after the completion of the Purchase and ENEXIO Holding Merger previously described, the Corporation is authorized to merge ENEXIO US LLC, a Delaware limited liability company ("ENEXIO US"), of which it is the sole member, with and into the Corporation pursuant to Section 264 of the DGCL and Section 18-209 of the Delaware Limited Liability Company Act (the "ENEXIO US Merger"), so that the separate existence of ENEXIO US shall cease as soon as the ENEXIO US Merger shall become effective, the Corporation shall continue as the surviving corporation and the Certificate of Incorporation of the Corporation, as in effect immediately prior to the ENEXIO US Merger, shall be the Certificate of Incorporation of the surviving corporation, all pursuant to the terms of the Certificate of Merger and Agreement and Plan of Merger, substantially in the form presented to the Board and attached hereto as Exhibit C, which are hereby authorized, approved and ratified in all respects; and

FURTHER RESOLVED, that after completion of the Purchase and the ENEXIO Holding Merger previously described, the Corporation is authorized to merge ENEXIO of Alabama LLC, an Alabama limited liability company ("ENEXIO Alabama"), of which it is the sole member, with and into the Corporation pursuant to Section 264 of the DGCL, Section 18-209 of the Delaware Limited Liability Company Act and Section 10A-5A-10.05 of the Alabama Limited Liability Company Law (the "ENEXIO Alabama Merger"), so that the separate existence of ENEXIO Alabama shall cease as soon as the ENEXIO Alabama Merger shall become effective, the Corporation shall continue as the surviving corporation and the Certificate of Incorporation of the Corporation, as in effect immediately prior to the ENEXIO Alabama Merger, shall be the Certificate of Incorporation of the surviving corporation, all pursuant to the terms of the Certificate of Merger, Statement of Merger and Agreement and Plan of Merger, substantially in the form presented to the Board and attached hereto as Exhibit D, which are hereby authorized, approved and ratified in all respects; and

FURTHER RESOLVED, that pursuant to Section 7.1 of the Bylaws of the Corporation, the Board hereby deletes Section 3.13 of the Bylaws and amends Section 2.2, Section 2.16(d), and Article 3 of the of the Bylaws as shown on Exhibit E attached hereto, while relabeling the Bylaws as the "Bylaws of Kelvion, Inc. (a Delaware corporation)"; and

FURTHER RESOLVED, that pursuant to Section 2.2 of the Bylaws of the Corporation, the Board increases the number of directors from five to nine and hereby elects Marcus Mayer, Simon Jones, Claudia Lodetti and Noel Davis to be directors of the Corporation to fill the vacancies resulting from an enlargement of the Board, until their respective successors are elected and qualified or until their death, resignation or removal; and

FURTHER RESOLVED, that after completion of the various mergers mentioned above, each of the persons as shown on Exhibit F are hereby elected as officers of the Corporation, with the designated titles to serve until his or her successor is elected and qualified or until his or her death, resignation or removal; and

FURTHER RESOLVED, that the Board hereby acknowledges the Certificate of Lost or Destroyed Share Certificate and Agreement to Indemnify Corporation in connection with Replacement of a Lost or Destroyed Stock Certificate, attached hereto as Exhibit G (the "Certificate of Lost Share Certificate"), and authorizes the issuance of the replacement stock

certificate in accordance with the Certificate of Lost Share Certificate in the name of Kelvion Holding GmbH; and

FURTHER RESOLVED, that any officer of the Corporation (each such person, an **“Authorized Officer”**) be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver, and file all such documents described in the foregoing resolutions in the Corporation’s own capacity or the Corporation’s capacity as a sole member of a limited liability company and any further agreements, certificates, instruments, and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; and to take all such other actions as they or any one of them shall deem necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

FURTHER RESOLVED, that this Unanimous Written Consent of the Board of Directors (this **“Consent”**) may be executed in counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.


The actions taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board, duly called and constituted pursuant to the laws of the State of Delaware. This Consent shall be filed with the minutes of the proceedings of the Board.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned have duly executed and adopted this Consent as of the date first written above.

DIRECTORS:



Christine O'Connor

Travis Nichols

Jody Stonecipher

Doug Snell

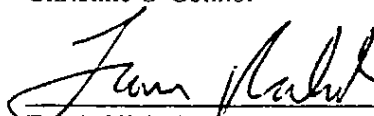
Pawel Markowski

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REGISTRY

IN WITNESS WHEREOF, the undersigned have duly executed and adopted this Consent as of the date first written above.

DIRECTORS:

Christine O'Connor



Travis Nichols

Jody Stonecipher

Doug Snell

Pawel Markowski

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IN WITNESS WHEREOF, the undersigned have duly executed and adopted this Consent as of the date first written above.

DIRECTORS:

Christine O'Connor

Travis Nichols



Jody Stonecipher

Doug Snell

Pawel Markowski

OFFICE OF THE CLERK OF THE SUPREME COURT
STATE OF CALIFORNIA

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Signature Page to Unanimous Written Consent of the Board of Directors of Kelvion Inc.

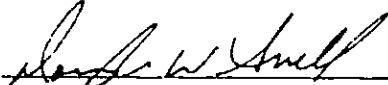
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DIRECTORS:

Christine O'Connor

Travis Nichols

Jody Stonecipher



Doug Snell

Pawel Markowski

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IN WITNESS WHEREOF, the undersigned have duly executed and adopted this Consent as of the date first written above.

DIRECTORS:

Christine O'Connor

Travis Nichols

Jody Stonecipher

Doug Snell



Pawel Markowski

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STATE
SECRET

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EXHIBIT A
TO
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

SHARE PURCHASE AGREEMENT

[Attached]

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EXHIBIT B
TO
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

CERTIFICATE OF OWNERSHIP AND MERGER
AND
PLAN OF MERGER

[Attached]

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STATE OF FLORIDA
SECRETARY OF STATE

EXHIBIT C
TO
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

CERTIFICATE OF MERGER
AND
AGREEMENT AND PLAN OF MERGER

[Attached]

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SECURITIES
AND EXCHANGE
COMMISSION

EXHIBIT D
TO
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

CERTIFICATE OF MERGER
AND
STATEMENT OF MERGER
AND
AGREEMENT AND PLAN OF MERGER

[Attached]

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CLERK OF SUPERIOR COURT
STATE OF MICHIGAN

EXHIBIT E
TO
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

BYLAWS

[Attached]

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CLERK

EXHIBIT F
TO
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

POST MERGER STRUCTURE

<u>Persons</u>	<u>Title according to Bylaws</u>
Claudia Lodetti	Treasurer and Secretary
Joe Gende	Vice President Operations TES - CLW

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CLERK OF SUPERIOR COURT
SAN FRANCISCO, CALIF.

EXHIBIT G
TO
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

CERTIFICATE OF LOST SHARE CERTIFICATE

[Attached]

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