

220842

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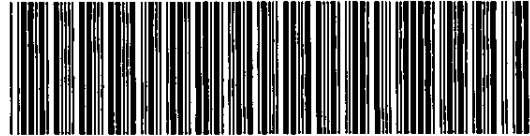
(Business Entity Name)

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C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: REGAL ONE CORPORATION

DOCUMENT NUMBER: 220 - 842

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

Please return all correspondence concerning this matter to the following:

Christopher Dieterich

Name of Contact Person

Dieterich & Associates

Firm/ Company

11835 West Olympic Boulevard, Suite 1235

Address

Los Angeles, California 90064

City/ State and Zip Code

venturelaw@gmail.com

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

For further information concerning this matter, please call:

Christopher Dieterich

Name of Contact Person

at (310) 312.6888

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

Articles of Amendment
to
Articles of Incorporation
of

REGAL ONE CORPORATION

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

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment 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

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TALLAHASSEE, FLORIDA

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
2) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
3) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
4) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
5) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
6) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____

(Attach additional sheets, if necessary). (Be specific)

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(if not applicable, indicate N/A)

Fractional shares are "rounded up" to one whole share.

The date of each amendment(s) adoption: Board: December 19, 2014; Shareholders 3/6/2015, if other than the date this document was signed.

Effective date if applicable: March 9, 2015
(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 4, 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)

C.J. Newman

(Typed or printed name of person signing)

President

(Title of person signing)

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
REGAL ONE CORPORATION**

Pursuant to Section 607.1003
of the Florida Business Corporation Act

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act (the "**FBCA**"), Regal One Corporation, a Florida Corporation (the "**Corporation**"), adopts the following Articles of Amendment to its Articles of Incorporation ("**Articles of Amendment**"):

ARTICLE I

Name

The name of the Corporation is Regal One Corporation.

ARTICLE II

Amendment

Upon the effectiveness of these Articles of Amendment in accordance with Article IV hereof (the "**Effective Time**"), each 2 shares of the Corporation's common stock, no par value per share (the "Common Stock"), issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one fully paid and nonassessable share of Common Stock (such transaction, the "**Reverse Stock Split**"). No certificates representing fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. A record holder of old certificates shall receive, in lieu of any fraction of a share of Common Stock to which the record holder would otherwise be entitled, one full share. If more than one old certificate shall be surrendered at one time for the account of the same record stockholder, the number of full shares of Common Stock for which new certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the old certificates so surrendered.

To reflect the Reverse Stock Split, each certificate representing 2 shares of Common Stock issued and outstanding prior to the Reverse Stock Split (subject to the treatment of fractional shares, as provided above) shall represent one-half of the number of shares of Common Stock issued and outstanding prior to the Reverse Stock Split; and the holder of record of each such certificate may receive a new certificate representing one-half of the number of shares of Common Stock represented by said certificate for theretofore issued and outstanding shares.

ARTICLE III

Date of Adoption

These Articles of Amendment were adopted on the 19th day of December, 2014.

ARTICLE IV

Effective Time

These Articles of Amendment shall become effective at 12:01 am on March 9, 2015.

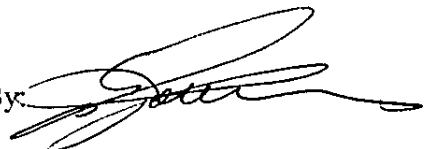
ARTICLE V

Manner of Adoption

Pursuant to the provisions of Section 607.0821 of the FBCA, effective December 19, 2014, the Board of Directors duly approved and adopted these Articles of Amendment through an action taken by unanimous written consent, subject to approval by the stockholders of the Corporation. Thereafter, stockholders of the Corporation duly approved and adopted these Articles of Amendment through an action taken by formal proxy vote of shareholders on March 6, 2015, with a number of votes sufficient for approval of these Articles of Amendment providing for the Reverse Stock Split.

Accordingly, these Articles of Amendment have been authorized by all appropriate action under the FBCA.

IN WITNESS WHEREOF, Regal One Corporation has caused these Articles of Amendment to be signed by Charles J. Newman, its Chief Executive Officer, on this 4th day of March, 2015.

By: 

Name: Charles J. Newman

Title: Chief Executive Officer, Chief Financial
Officer, Secretary, and Chairman of the Board