

PO5000066269

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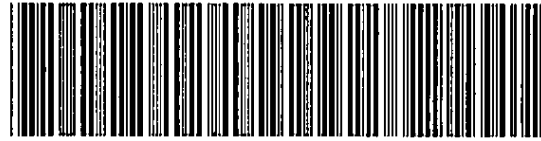
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TV
6/9/27

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: World Oil Group Inc.

DOCUMENT NUMBER: P05000066269

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

Please return all correspondence concerning this matter to the following:

Claudio Aballay

Name of Contact Person

World Oil Group Inc

Firm/ Company

609 N CHARLES RICHARD BEALLE BLVD SUITE105

Address

DEBARY, FL 32713

City/ State and Zip Code

worldoilgroupinc@gmail.com

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

For further information concerning this matter, please call:

Claudio Aballay at (407-777-9228)

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee

World Oil Group Inc

P05000066269

Signature of New Registered Agent, if changing

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21 APR -9 PM 2:57
U.S. DISTRICT COURT
MIDDLE DISTRICT
FLORIDA
MIAMI
(Zip Code)

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) ☐ Change	_____	N/A	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
2) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
3) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
4) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
5) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
6) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____

E. FLORIDA PROFIT BENEFIT CORPORATION OPTIONS, IF APPLICABLE:

- ☒ The corporation, in accordance with the required minimum status vote, elects to be a Florida Profit Benefit Corporation in accordance with s. 607.604, F.S.

The purpose for which the benefit corporation is organized is to create a general public benefit and:

N/A

The general and/or specific public benefit(s) to be created by the corporation (in addition to its general purpose) is/are as follows (optional):

N/A

The additional qualifications of Benefit Director(s), if any, are as follows: _____

N/A

The name(s) and address(es) of the Benefit Director(s) and/or Benefit Officer(s), if any:

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

(Include attachment if necessary)

- ☐ The corporation, in accordance with the required minimum status vote, terminates its status as a Florida Profit Benefit Corporation in accordance with s. 607.605, F.S. The revised purpose for which the corporation is organized is as follows:

N/A

The additional qualifications of Benefit Director(s), if any, are no longer applicable and are hereby deleted.

F. FLORIDA PROFIT SOCIAL PURPOSE CORPORATION OPTIONS, IF APPLICABLE:

- ☒ The corporation, in accordance with the required minimum status vote, elects to be a Florida Profit Social Purpose Corporation in accordance with s. 607.504, F.S. The business purpose for which the social purpose corporation is organized is: N/A

The public benefit for which the corporation is organized is:

N/A

The specific public benefit(s) to be created by the corporation (in addition to the above) is/are as follows (optional):

N/A

The additional qualifications of Benefit Director(s), if any, are as follows:

N/A

The name(s) and address(es) of the Benefit Director(s) and/or Benefit Officer(s), if any:

Name and Title: _____

Name and Title: _____

Address: N/A

Address: _____

(Include attachment if necessary)

- ☐ The corporation, in accordance with the required minimum status vote, terminates its status as a Florida Profit Social Purpose Corporation in accordance with s. 607.505, F.S. The revised purpose for which the corporation is organized is as follows: N/A

The additional qualifications of Benefit Director(s), if any, are no longer applicable and are hereby deleted.

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

SEE: UNANIMOUS CONSENT OF DIRECTORS OF World Oil Group, Inc.

IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS

H. 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)

SEE: AMENDMENT TO THE ARTICLES OF INCORPORATION OF World Oil Group, Inc.

April 8, 2021

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

April 8, 2021

Effective date if applicable: _____
(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 April 8 2021



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)

Claudio Aballay

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

World Oil Group, Inc.

**UNANIMOUS CONSENT OF DIRECTORS OF
World Oil Group, Inc.
IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS OF
World Oil Group, Inc.
(A FLORIDA CORPORATION)**

Pursuant to the Authority granted to directors to take action by unanimous consent without a meeting pursuant to the articles of organization of World Oil Group, Inc. the Board of Directors ("Directors") of World Oil Group, Inc., a Florida corporation (the "Company"), do hereby consent to, adopt, ratify, confirm and approve, as of the date indicated below, the following recitals and resolutions, as evidenced by their signature hereunder:

WHEREAS, the Directors have been presented with the proposal to decrease the Authorized Stock of the Corporation from 5,000,000,000 (5 billion) to 1,000,000,000 (1 Billion) at a par value of 0.001.

WHEREAS, the Directors believe it is in the best interest of the Company to authorize the decrease in Authorized Stock of the Corporation to 1,000,000,000 (1 billion) at a par value of 0.001

NOW, BE IT RESOLVED, that it is hereby authorized and approved for the Company to decrease the Authorized Common Stock of the Company to 1,000,000,000 (1 billion) shares par value 0.001.

GENERAL RESOLUTIONS

Resolved further, that the officers of the corporation are hereby authorized and instructed to take whatever steps necessary to effectuate the above described resolutions.

IN WITNESS WHEREOF, the undersigned have set forth their hands in his capacity as of this 8th day of April 8, 2021.



Claudio Aballay, President & CEO

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21 APR -9 PM 2:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
World Oil Group, Inc.**

Pursuant to Article XII, Section II of the Article of incorporation, and the laws of the State of Florida, the following action is taken and approved by the Board of Directors of World Oil Group, Inc. by unanimous written consent as if a meeting had been properly called and held and all the directors were present at the meeting and voted in favor of such action:

All of the Directors of World Oil Group, Inc. have unanimously approved the following amendment to the Bylaws of this corporation:

A NEW ARTICLE VII-A. Is added as follows:

ARTICLE VII-A., SECTION 1.

CERTIFICATE OF RE-DESIGNATION, SERIES A PREFERRED STOCK

1.1 RE-DESIGNATION. The class of stock of this corporation heretofore named "Preferred Stock" shall be re-named and designated "Series A Preferred Stock". It shall have 500,000 shares authorized at \$0.001 par value per share.

1.2 CONVERSION RIGHTS.

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of conversion.

b. Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of conversion}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of conversion]

1.3 ISSUANCE. Shares of Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of Shares of Preferred Stock to be issued to each qualified person (member of Management, employee or consultant) holding a Note shall be determined by the following formula:

For retirement of debt:

$$\sum_{i=1}^n x_i = \text{number of shares of Series A Preferred Stock to be issued}$$

where $x_1 + x_2 + x_3 + \dots + x_n$ represent the discrete notes and other obligations owed the lender (holder), which are being retired.

1.4 VOTING RIGHTS.

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of voting.

b. Each individual share of Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

ARTICLE VU-A., SECTION 2.

**CERTIFICATE OF DESIGNATIONS, PREFERENCES,
RIGHTS AND LIMITATIONS
OF SERIES B PREFERRED STOCK**

2.1. DESIGNATION AND NUMBER OF SHARES 1,000,000 shares of Series B Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), are authorized pursuant to Article II of the Corporation's Amended Certificate of Incorporation (the "Series B Preferred Stock" or "Series B Preferred Shares").

2.2. DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

2.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

2.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series B Preferred Stock shall be convertible at par value \$0.001 per share (the "Series B Preferred"), at any time, and/or from time to time, into the number of shares of the Corporation's common stock par value \$0.001 per share (the "Common Stock") equal to the price of the Series B Preferred Stock as stated in 2.6 of the Bylaws, divided by the par value of the Series B Preferred, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2.50 price per share of Series B Preferred Stock, and a par value of \$0.0001 per share for Series B Preferred each share of Series B Preferred Stock would be convertible into 250,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

(d) Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

2.5 VOTING RIGHTS. Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

2.6 PRICE.

(a) The initial price of each share of Series B Preferred Stock shall be \$2.50.

(b) The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board , or through a resolution passed at an Action Without Meeting of the unanimous Board. until such time as a listed secondary and/or listed public market develops for the shares .

2.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; orb) twelve (12) months if the Company does not file such public reports.

**Adopted this 8th day of April 8, 2021
by all the Directors of the corporation.**

A handwritten signature in black ink, appearing to read 'C. Aballay', with a long horizontal flourish extending to the right.

Claudio Aballay, President & CEO