

P140000006184

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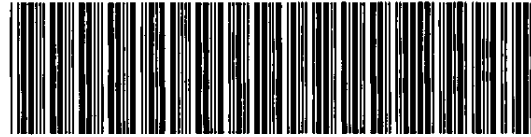
(Business Entity Name)

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C. LEWIS
JUN 2 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ZAPPY, INC.

DOCUMENT NUMBER: P14000006184

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

Please return all correspondence concerning this matter to the following:

WILLIAM G. ROY, III, ESQ.

Name of Contact Person

MCINTYRE ROY, P.A.

Firm/ Company

1485 INTERNATIONAL PARKWAY, SUITE 1071

Address

LAKE MARY, FLORIDA 32746

City/ State and Zip Code

WGR@MCINTYREROY.COM

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

For further information concerning this matter, please call:

WILLIAM G. ROY

Name of Contact Person

at (407)

869-1414

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

APPROVED
AND
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AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ZAPPY, INC.

SECRETARY
TALLAHASSEE, FLORIDA

DATED: MAY 13, 2014

P14 000006184

The undersigned corporation, in accordance with Section 607.1002 of the Florida Business Corporation Act (the "Act") and the by-laws of Zappy, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Amendments to its Articles of Incorporation dated January 21, 2014:

1. *Each of the Amendments set forth below are effective as of the date first written above.*
2. *In order to correct a scrivener's error in the par value of the Corporation's Preferred Stock and Common Stock, Article II of the Corporation's Articles is hereby amended to read as follows:*

ARTICLE II
Capital Stock

The total number of shares of capital stock which this corporation shall have the authority to issue is Five Hundred Fifty Million (550,000,000) shares, consisting of Fifty Million (50,000,000) shares of Preferred Stock having a par value of \$.001 per share and Five Hundred Million (500,000,000) shares of Common Stock having a par value of \$.001 per share.

The Board of Directors of this corporation is authorized, subject to the limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in series and, by filing articles of amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares of Preferred Stock to be included in each such series and to determine and fix the designations, powers, preferences and rights of the shares of each such series (including without limitation the voting rights, dividend rights and preferences, liquidation rights and preferences, and conversion rights, if any, thereof) and the qualifications, limitations and restrictions thereof.

All shares of Common Stock shall be identical with each other in every respect, and the holders thereof shall be entitled to one vote for each share of Common Stock upon all matters upon which the shareholders have the right to vote.

The holders of record of any outstanding shares of Preferred Stock shall be entitled to dividends if, when and as declared by the Board of Directors of the corporation, at such rate per share, if any, and at such time and in such manner, as shall be determined and fixed by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part. No dividends shall be declared and paid, or declared and set aside for payment, on the shares of Common Stock unless and until all dividends, current and accumulated, if any, accrued on the outstanding shares of Preferred Stock shall be declared and paid or a sufficient amount shall have been set aside for the payment thereof.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the outstanding shares of Preferred Stock shall be entitled to receive such amount, if any, for each share of Preferred Stock, as the Board of Directors of the corporation shall determine and fix in the articles of amendment authorizing the series of Preferred Stock of which such shares of Preferred Stock are a part, and no more. If the assets of the corporation shall not be sufficient to pay to all holders of Preferred Stock the amounts to which they would be entitled in the event of a

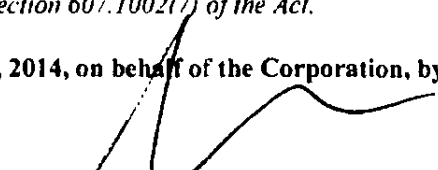
voluntary or involuntary liquidation, dissolution or winding up of the corporation; then the holders of record of each series of Preferred Stock which is entitled to share in the assets of the corporation in any such event shall be entitled to share in the assets of the corporation to the extent, if any, and in the manner, determined by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part, and no more, and, in any such case, the holders of record of shares of Preferred Stock of the same series shall be entitled to share ratably in accordance with the number of shares of Preferred Stock of the series so held of record by them to the extent, if any, that the series is entitled to share in the assets of the corporation in such event. No payment shall be made to the holders of shares of Common Stock of the corporation in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation unless the holders of record of shares of Preferred Stock shall have been paid the full amount to which they shall be entitled in such event or unless a sufficient amount shall have been set aside for such payment.

Upon the effectiveness of any "combination," as such term is defined in Section 607.10025(1) of the Florida Business Corporation Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

3. *As of the date of this Amendment, no shares have been issued to any party, though the issue of shares has been previously authorized by appropriate resolution.*

4. *The Amendments adopted herein were approved unanimously by the Corporation's Board of Directors, by that certain Action by Unanimous of Written Consent of the Board Without a Meeting, dated May 13, 2014, as permitted by Section 607.1002(7) of the Act.*

EXECUTED on this 13th day of May, 2014, on behalf of the Corporation, by:



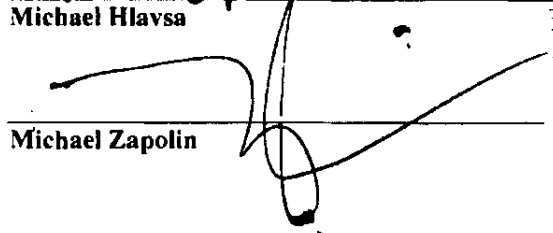
Michael Lewis



Stephen Hove



Michael Hlavsa



Michael Zapolin

SECRETARY
TALLAHASSEE

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