

P14 000072-009

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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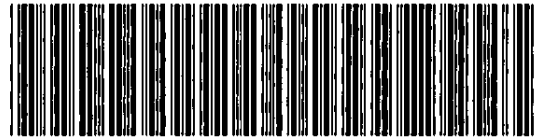
(Business Entity Name)

(Document Number)

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17 APR 26 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5/1/17

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Cardiff International, Inc. \_\_\_\_\_

**DOCUMENT NUMBER:** P14000072009 \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Daniel R Thompson  
\_\_\_\_\_  
Name of Contact Person  
Cardiff International, Inc.  
\_\_\_\_\_  
Firm/ Company  
401 E Las Olas Blvd. #1400  
\_\_\_\_\_  
Address  
Ft. Lauderdale, FL 33301  
\_\_\_\_\_  
City/ State and Zip Code  
  
dthompson@cardiffusa.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Thompson \_\_\_\_\_ at ( 818 ) 535-5144 \_\_\_\_\_  
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:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

Cardiff International, Inc.

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

P14000072009

(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:* \_\_\_\_\_, 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:**

Change                    PT     John Doe

Remove                    V     Mike Jones

Add                         SV     Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
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			_____



April 24, 2017

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

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 4/24/17 \_\_\_\_\_

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)

Daniel R Thompson

\_\_\_\_\_  
(Typed or printed name of person signing)

Chairman, Treasurer, Secretary

\_\_\_\_\_  
(Title of person signing)

**AMENDED ARTICLES OF INCORPORATION**  
**April 4, 2017**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is **CARDIFF INTERNATIONAL, INC.**

SECOND: The following amendment to the Articles of Incorporation was adopted on April 24, 2017 as prescribed by the Florida Business Corporation Act:

**AMENDMENT TO THE ARTICLES OF INCORPORATION TO AMEND THE ARTICLES OF INCORPORATION OF SERIES A, B, C, D, E, F, F1, G, g1, H, H1, I, J, J1, K and K1 PREFERRED STOCK. IN ADDITION, TO PUBLISHING ALL RIGHTS AND PRIVILEGES.**

The Board of Directors has approved an amendment to the Articles of Incorporation to amend the rights and privileges for series. In addition to authorize the issuance of I, F1, G1, H1, J1, and K1 Preferred Stock (This action will become effective upon the filing of an amendment to our Articles of Incorporation with the Secretary of State of Colorado.)

The Articles of Amendment provide Section E of Article III shall be amended to read as follows:

Series A - Four (4) Preferred Shares, \$0.0001 par value per share, hold the majority vote at all times.

Series B Preferred Stock, par value \$.001 shall be reduced to authorize to issue 3,000,000 shares. In addition, Series B Preferred Stock shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 5 Common.

Series C Preferred Stock, par value \$.001 shall be reduced to authorize to issue 500 shares. In addition, Series C Preferred Stock shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 100,000 Common.

Series D Preferred Stock, par value \$.001 shall be reduced to authorize to issue 800,000 shares. In addition, Series D Preferred Stock shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 5 Common.

Series E Preferred Stock, par value \$0.001 shall be reduced to 1,000,000 authorized shares. In addition, Series E Preferred Stock shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 5 Common.

Series F Preferred Stock, par value \$0.001 shall be reduced to authorize to issue 800,000 shares. In addition, Series F Preferred Stock shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 5 Common.

Series F1 Preferred Stock, par value \$0.001 shall be authorize to issue 800,000 shares. In addition, Series F1 Preferred Stock shall be "Non-Voting stock." Converts 1 Preferred to 5 Common.

Series G Preferred Stock, par value \$0.001 having 20,000,000 shares authorized to issue shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 1.25 Common.

Series G1 Preferred Stock, par value \$0.001 shall be authorize to issue 10,000,000 shares. In addition, Series G1 Preferred Stock shall be "Non-Voting stock." Converts 1 Preferred to 1.25 Common.

Series H Preferred Stock, par value \$0.001 having 4,859,379 shares authorized to issue shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 1.25 Common.

Series H1 Preferred Stock, par value \$0.001 shall be authorize to issue 3,000,000 shares. In addition, Series H1 Preferred Stock shall be "Non-Voting stock." Converts 1 Preferred to 1.25 Common.

Series I Preferred Stock, par value \$0.001 having 20,000,000 shares authorized to issue shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 1.50 Common.

Series J Preferred Stock, par value \$0.001 having 10,000,000 shares authorized to issue shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 1.25 Common.

Series J1 Preferred Stock, par value \$0.001 shall be authorize to issue 7,500,000 shares. In addition, Series J1 Preferred Stock shall be "Non-Voting stock." Converts 1 Preferred to 1.25 Common.

Series K Preferred Stock, par value \$0.001 having 9,607,840 shares authorized to issue shall be awarded "Voting Rights"; the ratio to be 1 vote per share owned. Converts 1 Preferred to 1.25 Common.

Series K1 Preferred Stock, par value \$0.001 shall be authorize to issue 35,000,000 shares. In addition, Series K1 Preferred Stock shall be "Non-Voting stock." Converts 1 Preferred to 1.25 Common.

**Sub Class for each Preferred Series D – K1 all preferred classes will retain the same rights and privileges as their main class with the exception of voting rights.**

**Reasons for the Amendment to the Preferred Stock Designation, Rights and Privileges**

To be qualified for a Tax Free Exchange all acquisitions must receive voting stock, therefore the primary series shall be awarded voting rights while the sub class shall be awarded non-voting stock.