

S 68597
 Florida Department of State
 Division of Corporations
 Electronic Filing Cover Sheet

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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
 SOUTHERN CONTRACTING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$43.75

MAY 31 2017

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5/30/2017

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Southern Contracting, Inc.

DOCUMENT NUMBER: S68597

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

Please return all correspondence concerning this matter to the following:

Timmy L. Howard

Name of Contact Person

Firm/ Company

2850 Worth Ave

Address

Englewood, FL 34224

City/ State and Zip Code

lr@southerncontractinginc.com

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

For further information concerning this matter, please call:

Timmy L. Howard

at (941) 445-6000

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
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

FILED

2017 MAY 30 A 10:56

Southern Contracting, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)
S68597
TALLAHASSEE, FLORIDA

(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

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

Change Article IV "Shares" see attached.

F. 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)

The date of each amendment(s) adoption: May 25, 2017, if other than the date this document was signed.

Effective date if applicable: June 12, 2017
(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)

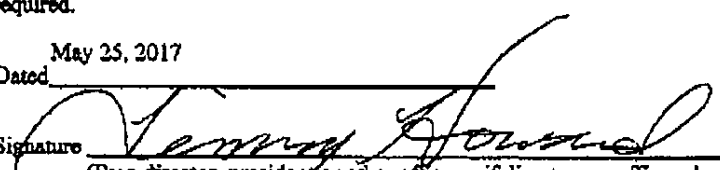
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☒ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each 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 Preferred
(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 May 25, 2017

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)

Timmy L. Howard

(Typed or printed name of person signing)

Director

(Title of person signing)

**UNANIMOUS JOINT WRITTEN CONSENT
IN LIEU OF MEETINGS
OF THE BOARD OF DIRECTORS
AND MAJORITY SHAREHOLDER OF
SOUTHERN CONTRACTING, INC.**

(Under Section 607.0602 of the Florida Business Corporation Act)

The undersigned, being the sole member of the Board of Directors of Southern Contracting, Inc. (the "Corporation") a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number S68597, does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation and the holder of a majority of the outstanding capital stock of the Corporation as required by Section 607.0602 of the Florida Business Corporation Act:

WHEREAS, that by virtue of the authority contained in the Articles of Incorporation of the Corporation, the Corporation has authority to issue 3,400,000,000 shares of \$.0001 par value per share of common stock, 5,000,000 shares of \$.001 par value per share preferred stock.

WHEREAS, the Corporation presently has issued and outstanding 3,392,355,947 shares of Common Stock and 453,000 shares of Series BB Preferred Stock.

Reverse Stock Split and Change in Authorized Shares

RESOLVED, that immediately upon the effectiveness of these Articles of Amendment, the number of issued and outstanding shares of the Corporation's Common Stock shall be combined on the basis of one (1) share for Seven thousand Five Hundred (7,500) shares issued and outstanding immediately prior to the effectiveness of such Articles of Amendment, with all fractional shares rounded to the nearest whole share; and be it

RESOLVED, the Board of Directors be and hereby amends the Corporation's Articles of Incorporation to decrease the number of authorized shares of Common Stock from 3,400,000,000 shares to 453,334 shares and decrease the number of authorized shares of Preferred Stock from 5,000,000 shares to 2,500,000 shares; and be it

RESOLVED, that Article IV of the Corporation's Articles of Incorporation - SHARES - be and the same hereby replaced, in its entirety, by the following:

**ARTICLE IV
SHARES**

This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is Four Hundred Fifty Three Thousand, Three Hundred Thirty Four (453,334) shares, par value \$.0001 per share. The total number of shares of Preferred Stock which this Corporation is authorized to issue is Two Million Five Hundred Thousand (2,500,000) shares, \$.001 par value per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, options, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of

such series.

Designation of Series BB Preferred Stock

Of the 2,500,000 shares of Preferred Stock, par value \$.001 per share, authorized pursuant to the Articles of Incorporation, 1,000,000 of such shares are hereby designated as "Series BB Preferred Stock." The powers, designations, preferences, rights, privileges, qualifications, limitations and restrictions applicable to the Series BB Preferred Stock are as follows:

A. Designation. There is hereby designated a series of Preferred Stock denominated as "Series BB Preferred Stock," consisting of 1,000,000 shares, \$.001 par value per share, having the powers, preferences, rights and limitations set forth below.

B. Liquidation Rights. The holders of the Series BB Preferred Stock shall have liquidation rights as follows (the "Liquidation Rights"):

1. **Payments.** In the event of any liquidation, dissolution or winding up of the Company, holders of shares of Series BB Preferred Stock are entitled to receive, out of legally available assets, a liquidation preference of \$0.001 per share, and no more, before any payment or distribution is made to the holders of the Corporation's common stock (the "Common Stock"). But the holders of Series BB Preferred Stock will not be entitled to receive the liquidation preference of such shares until the liquidation preferences of any series or class of the Corporation's stock hereafter issued that ranks senior as to liquidation rights to the Series BB Preferred Stock ("senior liquidation stock") has been paid in full. The holders of Series BB Preferred Stock and all other series or classes of the Corporation's stock hereafter issued that rank on a parity as to liquidation rights with the Series BB Preferred Stock are entitled to share ratably, in accordance with the respective preferential amounts payable on such stock, in any distribution (after payment of the liquidation preference of the senior liquidation stock) which is not sufficient to pay in full the aggregate of the amounts payable thereon. After payment in full of the liquidation preference of the shares of Series BB Preferred Stock, the holders of such shares will not be entitled to any further participation in any distribution of assets by the Corporation.

2. **Corporation Action.** Neither a consolidation, merger or other business combination of the Corporation with or into another corporation or other entity, nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding upon the Corporation.

C. Conversion. The holders of the Series BB Preferred Stock shall have the right to convert their Series BB Preferred Stock into Common Stock at the rate of 10,000 shares of Common Stock for each share of Series BB Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series BB Preferred Stock is outstanding. Notwithstanding the foregoing, the Series BB Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. Any holder of Series BB Preferred Stock desiring to convert its Series BB Preferred Stock shall provide a written notice of conversion to the Company specifying the number of shares to be converted, accompanied by the certificate evidencing the Series BB Preferred Stock to be converted, as well as a duly executed stock power with signature medallion guaranteed ("Conversion Notice"). In the event that, at the time of its receipt of the Conversion Notice, the Company does not have a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit conversion of all outstanding shares of Series BB Preferred Stock, it shall, within five (5) business days following its receipt of the Conversion Notice, provide written notice of its receipt of the Conversion Notice to all holders of Series BB Preferred Stock (the "Company Notice"). Each holder of Series BB Preferred Stock shall then have a period of five (5) business days from the date of the Company Notice in which to provide written notice to the Company of such holder's election to convert its Series BB Preferred Stock into its pro-rata portion of the authorized but unissued and unreserved Common Stock issuable pursuant to the Conversion Notice. The Company shall issue Common Stock upon conversion of the Series BB Preferred Stock based upon the Conversion Notice and responses to the Company Notice, if any. The first Conversion Notice received by the Company shall govern the issuance of Common Stock to all holders of Series BB Preferred Stock and the Company shall not recognize any

other Conversion Notice until the issuance of Common Stock based upon the initial Conversion Notice has been completed. Future Conversion Notices shall be governed by the process set forth in this paragraph.

D. **Voting Rights.** The holders of the Series BB Preferred Stock shall have 10,000 votes per share of Series BB Preferred Stock, and shall be entitled to vote on any and all matters brought to a vote of stockholders of Common Stock, and shall vote as a group with and on the same basis as holders of Common Stock. Holders of Series BB Preferred Stock shall be entitled to notice of all stockholder meetings or written consents with respect to which they would be entitled to vote, which notice would be provided pursuant to the Corporation's By-Laws and applicable statutes. Except as otherwise set forth herein, and except as otherwise required by law, holders of Series BB Preferred Stock shall not have class voting rights on any matter.

E. **Protective Provisions.** So long as shares of Series BB Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by voting or written consent, as provided by Florida law) of the holders of at least a majority of the then outstanding shares of Series BB Preferred Stock:

- Alter or change the rights, preferences or privileges of the shares of Series BB Preferred Stock so as to affect adversely the holders of Series BB Preferred Stock; or
- Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series BB Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

F. **Preferences.** Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock with such preferences as may be determined by the Board of Directors, in its discretion.

G. **Amendments.** Subject to Section E above, the designation, number of, and voting powers, designations, preferences, limitations, restrictions and relative rights of the Series BB Preferred Stock may be amended by a resolution of the Board of Directors. At any time there are no shares of Series BB Preferred Stock outstanding, the Board of Directors may eliminate the Series BB Preferred Stock by amendment to these Articles of Amendment.

H. **Adjustments.** The outstanding shares of Series BB Preferred Stock shall be proportionately adjusted to reflect any forward split or reverse split of the Corporation's Common Stock occurring after the issuance of Series BB Preferred Stock.

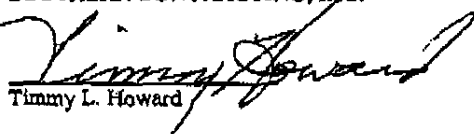
The foregoing resolutions and articles of amendment were adopted by the Board of Directors of the Corporation by Unanimous Written Consent in Lieu of Meeting dated May 26, 2017, and by the holder of a majority of the Corporation's issued and outstanding voting securities by Written Consent in Lieu of Meeting dated May 26, 2017, which represented the minimum number of votes which would be necessary to authorize or take such actions.

Effective Date

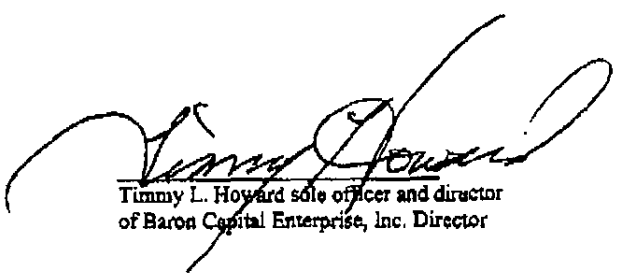
These Articles of Amendment and the name change shall become effective after close of business on June 12th, 2017.

IN WITNESS WHEREOF, the undersigned, being the President and Chief Executive Officer of the Corporation, has executed these Articles of Amendment as of May 25, 2017.

SOUTHERN CONTRACTING, INC.


Timmy L. Howard

SUBSCRIBED AND SWORN BEFORE ME


Timmy L. Howard sole officer and director
of Baron Capital Enterprise, Inc. Director

STATE OF FLORIDA
COUNTY OF Sarasota

Sworn to (or affirmed) and subscribed before me this 25th day of May, 2017, by Timmy L. Howard.

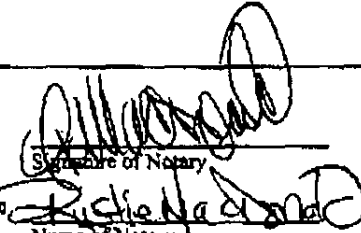
Personally Known _____ OR Produced Identification HA Over Time

Type of Identification Produced _____

(NOTARY SEAL)

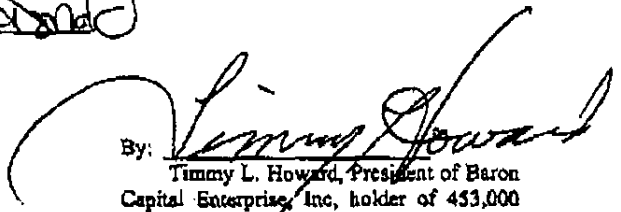


RUSTIE MACDONALD
MY COMMISSION # GG 837840
EXPIRES: October 11, 2020
Sarasota Two Budget History Services


Signature of Notary

Rustie MacDonald
Name of Notary

SUBSCRIBED AND SWORN BEFORE ME

By: 
Timmy L. Howard, President of Baron
Capital Enterprise, Inc, holder of 453,000
shares of preferred stock or approximately
57% of the issued and outstanding voting
capital stock of the Corporation

STATE OF FLORIDA
COUNTY OF Sarasota

Sworn to (or affirmed) and subscribed before me this 25th day of May, 2017, by Timmy L. Howard.

Personally Known _____ OR Produced Identification HA Over Time

Type of Identification Produced _____

(NOTARY SEAL)



RUSTIE MACDONALD
MY COMMISSION # GG 837840
EXPIRES: October 11, 2020
Sarasota Two Budget History Services


Signature of Notary

Rustie MacDonald
Name of Notary

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