

PDF 500066269

(Requestor's Name)

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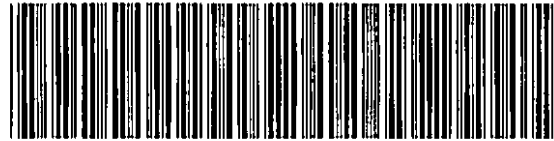
(Business Entity Name)

(Document Number)

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17 JUN 2017

17 JUN 2017

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: World Oil Group, Inc.

DOCUMENT NUMBER: P0500066269

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

Please return all correspondence concerning this matter to the following:

Nathan Hall  
Name of Contact Person  
World Oil Group, Inc.  
Firm/ Company  
2578 Enterprise Road, Suite 141  
Address  
Orange City, FL 32763  
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:

Nathan Hall 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:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

17.1.2017

World Oil Group, Inc.

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

P0500066269

(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:**

N/A

*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."*

N/A

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**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 N/A

(Florida street address)

New Registered Office Address: N/A, 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

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

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

SEE ATTACHED:

1. Amendment To The Articles of Incorporation World Oil Group, Inc.

**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)

1. Unanimous Consent of Directors of World Oil Group, Inc. In Lieu of a Meeting of the Board of Directors of  
World Oil Group, Inc.

2. Unanimous Consent of the Majority Shareholders of World Oil Group, Inc.

May 18, 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.

May 18, 2017

Dated \_\_\_\_\_

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)

Nathan Hall

(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 increase the Authorized Stock of the Corporation from 500,000,000 to 5,000,000,000 (5 billion) at a par value of 0.00001 and to add 1,000,000 (1 Million) shares Authorized Preferred B with a par value of 0.00001. And to add 500,000 (5 Hundred Thousand) Preferred A with a par value 0.00001

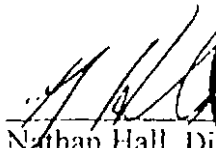

WHEREAS, the Directors believe it is in the best interest of the Company to authorize the increase in Authorized Stock of the Corporation to 5,000,000,000 (5 billion) at a par value of 0.00001 and to add 1,000,000 (1 Million) shares Preferred B Stock with a par value of 0.00001 and add 500,000 (5 Hundred Thousand) Preferred A with a par value of 0.00001;

NOW, BE IT RESOLVED, that it is hereby authorized and approved for the Company to increase the Authorize Common Stock of the Company to 5,000,000,000 (5 billion) shares par value 0.00001 and to add a Preferred B Stock of 1,000,000 (1 million) shares par value of 0.00001. and add 500,000 (5 Hundred Thousand) Preferred A with a par value of 0.00001

### **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 18<sup>th</sup> day of May 2017.

  
Nathan Hall, Director  


**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 \$0.00001 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 VII-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 \$0.00001 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 \$0.00001 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; or b) twelve (12) months if the Company does not file such public reports.

**Adopted this 18<sup>th</sup> day of May 2017  
by all the Directors of the corporation.**

  
Nathan Hall  
Chairman & CEO



**World Oil Group, Inc.**

**UNANIMOUS CONSENT OF THE MAJORITY SHAREHOLDERS OF  
World Oil Group, Inc.  
(A FLORIDA CORPORATION)**


The undersigned majority shareholders 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 the signatures hereunder:


WHEREAS, the Board of Directors of the Company has approved a proposal to increase the Authorized Stock of the Corporation from 500,000,000 to 5,000,000,000 (5 billion) at a par value of 0.00001 and to add 1,000,000 (1 Million) shares Authorized Preferred B with a par value of 0.00001 and add 500,000 (5 Hundred Thousand) shares Authorized Preferred A with a par value of 0.00001;

WHEREAS, the undersigned majority shareholders believe it is in the best interest of the corporation to authorize and approve the Increase in Authorized Stock and add a new Preferred B Stock and Preferred A Stock

NOW, BE IT RESOLVED, that it is hereby authorized and approved to perform and file the increase in Authorized Stock of the Corporation to 5,000,000,000 (5 billion) at a par value of 0.00001 and to add 1,000,000 (1 Million) shares Preferred B Stock with a par value of 0.00001 and to add 500,000 (5 Hundred Thousand) shares of Preferred A with a par value of 0.00001.

IN WITNESS WHEREOF, the undersigned have set forth the approval below as majority shareholders as of this 18th day of May, 2017.

  
Nathan Hall, % total Stockholder of stock issued and outstanding



Total Issued: 500,000,000. Total Outstanding: 313,262,060.000  
% total Stockholder of stock issued and outstanding  
As of May 10, 2017 As per Broadridge Letter to World Oil Group