

#18000003572

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

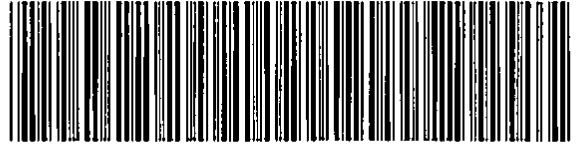
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800331628458

2019 JUL -8 PM 4:09

R WHITE

JUL 17 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MetaCan, Inc.
Name of Corporation

DOCUMENT NUMBER: F18000003572

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beth Jacobson
Name of Contact Person

Bleux Financial Solutions, Inc.
Firm/Company

1751D W Howard St. #254
Address

Chicago, IL 60626
City/State and Zip Code

b.jacobson@bleux.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Beth Jacobson at (855) 253-8937
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F18000003572

(Document number of corporation (if known))

1. MetaCan, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Nevada 3. January 1, 2018
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. HempFusion, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Ian DeQueiroz
(Typed or printed name of person signing)

Director
(Title of person signing)

2018 JAN -8 PM 4:08

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

HEMPFUSION, INC.

Nevada Business Identification # NV20151612525

Expiration Date: October 31, 2019

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 29, 2019

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases.
Failure to do so will result in late fees or penalties which by law cannot be waived.

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation sales, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **HEMPFUSION, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 13, 2015, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 14, 2019.

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

Electronic Certificate
Certificate Number: C20190614-0763



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 884-6708
Website: www.nvsos.gov



090303

**Certificate to Accompany
Restated Articles or
Amended and Restated Articles**
(PURSUANT TO NRS)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20190228146-85 Filing Date and Time 05/28/2019 3:51 PM Entity Number E0483812015-1
--	--

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

MetaCan, Inc.

2. The articles are: (mark only one box) ☐ Restated ☒ Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:

The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☒ The entity name has been amended.

☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

☐ The purpose of the entity has been amended.

☒ The authorized shares have been amended.

☐ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☐ Articles have been added.

☐ Articles have been deleted.

☒ Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

Article 3 has been revised. Preferred Stock has been eliminated. All Preferred shares will be converted to common shares.

4. Effective date and time of filing: (optional)

Date: 05/28/2019

Time:

(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
Revised 1-5-15

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HEMPFUSION, INC. (FORMERLY METACAN, INC.)**

**ARTICLE 1
NAME**

The name of this corporation is HempFusion, Inc.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is 1000 East William Street, Suite 204 Carson City, NV 89701, and the name of the registered agent at such address is National Registered Agents, Inc. of Nevada.

**ARTICLE 3
CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of 1,000,000,000 shares of Common Stock with a par value of \$0.0001 per share. The holders of the Common Stock shall have the right to vote in the election of the Board of Directors of the Company (the "Board of Directors") and on all other matters requiring shareholder action, each share of Common Stock being entitled to one vote.

**ARTICLE 4
DIRECTORS**

The number of directors of this corporation shall be determined in the manner specified by the Bylaws of this Corporation. The number of directors may at any time be increased or decreased by the shareholders or by the Board of Directors at any regular or special meeting. Directors need not be shareholders of this Corporation or residents of the State of Nevada, but must have reached the age of majority.

**ARTICLE 5
PURPOSE**

This corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under Nevada's private corporations law, chapter 78 of the Nevada Revised Statutes ("NRS"), as amended.

ARTICLE 6 DURATION

This corporation has perpetual existence.

ARTICLE 7 PREEMPTIVE RIGHTS

Stockholders of this corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the corporation.

ARTICLE 8 CUMULATIVE VOTING

Stockholders of this corporation shall not have the right to cumulate votes in the election of directors.

ARTICLE 9 LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating NRS 78.300 (which involves certain distributions by the corporation);
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If chapter 78 of the Nevada Revised Statutes is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by chapter 78 of the Nevada Revised Statutes, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

**ARTICLE 10
INDEMNIFICATION OF DIRECTORS**

10.1 The corporation shall indemnify its directors to the full extent permitted by chapter 78 of the Nevada Revised Statutes now or hereafter in force. However, such indemnity shall not apply on account of:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the director finally adjudged to be in violation of NRS 78.300 (which involves certain distributions by the corporation); or
- (c) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property or services to which the director was not legally entitled.

The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

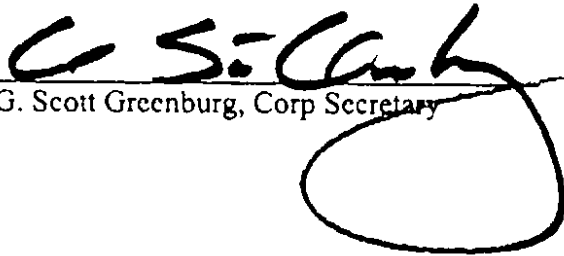
10.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

10.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

[Remainder of Page Intentionally Left Blank.]

Executed to certify that the foregoing constitute the duly adopted Second Amended and Restated Articles of Incorporation of MetaCan, Inc. this 28th day of May, 2019.

HempFusion, Inc. (formerly MetaCan, Inc.)


G. Scott Greenburg, Corp Secretary