

H32242

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12-19-12

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12 DEC 19 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Simcoe Mining Resources Corp.

**DOCUMENT NUMBER:** H32242

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

Please return all correspondence concerning this matter to the following:

Michael Anthony

Name of Contact Person

Simcoe Mining Resources Corp.

Firm/ Company

c/o 330 Clematis Street, Ste 217

Address

West Palm Beach, FL 33401

City/ State and Zip Code

Michaelicon@aol.com

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

For further information concerning this matter, please call:

Michael Anthony

Name of Contact Person

at ( 561 ) 512-5360

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**  
12 DEC 19 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Simcoe Mining Resources Corp.**

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

**H32242**

(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*

**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:**

X Change                      PT        John Doe

X Remove                    V        Mike Jones

X 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			_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

\*\*\*\*\* Please see attached Amendment\*\*\*\*\*

**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)*

**CERTIFICATE OF DESIGNATION  
OF  
SERIES B PREFERRED STOCK  
OF  
SIMCOE MINING RESOURCES CORP.**

Simcoe Mining Resources Corp, a Florida corporation (the "Corporation"), hereby certifies, pursuant to its Articles of Incorporation, as amended, and Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, that the Corporation's board of directors has duly adopted the following resolution creating a series of 1,000,000 shares of Series B preferred stock designated "Series B Preferred Stock":

**RESOLVED**, that of the 10,000,000 shares of preferred stock authorized to be issued by the Corporation, 1,000,000 shares are hereby designated as Series B Preferred Stock, no par value (the "Series B Preferred"), and the Corporation hereby fixes the powers, designations, preferences and rights, and the qualifications, limitations or restrictions of the Series B Preferred as follows:

**Section 1. Designation and Amount.**

There shall be a series of the voting preferred stock of the Company which shall be designated as the "Series B Preferred Stock," no par value, and the number of shares constituting such series shall be One Million (1,000,000). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series B Preferred Stock to a number less than that of the shares then outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Company.

**Section 2. Dividends and Distributions.**

The holders of shares of Series B Preferred Stock, in preference to the holders of shares of common stock, (the "Common Stock"), of the Company and of any other senior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, dividends payable on the same basis of the Common Stock. That is, the Company shall declare a dividend or distribution on the Series B Preferred Stock simultaneously when it declares a dividend or distribution on the Common Stock.

**Section 3. Voting Rights.**

The holders of shares of Series B Preferred Stock shall have the following voting rights:

(a) Each share of Series B Preferred Stock shall entitle the holder thereof to 2,000 votes on all matters submitted to a vote of the stockholders of the Company. In the event that such votes do not total at least 80% of all votes, then regardless of the provisions of this paragraph, in any such case, the votes cast by Series B Preferred Stock shall be equal to 80% of

all votes cast at any meeting of shareholders, or any issue put to the shareholders for voting and the Company may state that any such action was had by majority vote of all shareholders.

(b) Except as otherwise provided herein, in the Company's Certificate of Incorporation or by law, the holders of shares of Series B Preferred Stock, the holders of shares of Common Stock, and the holders of shares of any other capital stock of the Company having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Company.

(c) Except as otherwise set forth herein (2,000 votes for every share) or in the Company's Certificate of Incorporation, and except as otherwise provided by law, holders of Series B Preferred Stock shall have no special voting rights, and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

#### Section 4. Reacquired Shares.

Any shares of Series B Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. The Company shall cause all such shares upon their cancellation to be authorized but unissued shares of Preferred Stock which may be reissued as part of a new series of Preferred Stock, subject to the conditions and restrictions on issuance set forth herein.

#### Section 5. Ranking.

The Series B Preferred Stock shall rank senior to all other series of the Company's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

**THE UNDERSIGNED**, being an authorized officer of the Corporation, for the purpose of amending the Corporation's Articles of Incorporation, does make this Certificate of Designation of Series B Preferred, hereby acknowledging, declaring, and certifying that the foregoing amendment of the Corporation's Articles of Incorporation by this Certificate of Designation of Series B Preferred Stock is the act and deed of the Corporation and that the facts herein stated are true, and have accordingly hereunto set my hand this 18 day of December, 2012.

By: 

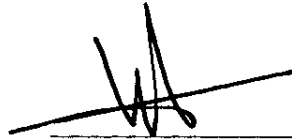
Name: Michael Anthony

Title: President and Chief Executive Officer

I, Michael Anthony, Secretary of Simcoe Mining Resources Corp. hereby acknowledge on behalf of Simcoe Mining Resources Corp. that the foregoing Certificate of Designation of Series B Preferred Stock is the corporate act of such corporation and all amendments contained herein were duly adopted by the board of directors of such corporation on December 18, 2012.

The number of votes cast for the amendments were sufficient for approval and they were duly approved, adopted and confirmed in all respects.

Date: December 18, 2012

A handwritten signature in black ink, appearing to be 'Michael Anthony', written over a horizontal line.

Michael Anthony  
Secretary