

J53 720

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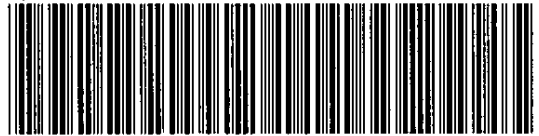
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09 AUG 12 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Theris
8-14-09*

COVER LETTER

• **TO:** Amendment Section
Division of Corporations

NAME OF CORPORATION: Plateau Mineral Development Inc.

DOCUMENT NUMBER: J53720

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

Please return all correspondence concerning this matter to the following:

Diane D. Dalmy

Name of Contact Person

Attorney at Law

Firm/ Company

8965 W. Cornell Place

Address

Lakewood, Colorado 80227

City/ State and Zip Code

ddalmy@earthlink.net

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

For further information concerning this matter, please call:

Diane D. Dalmy

Name of Contact Person

at (303)

985-9324

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

Plateau Mineral Development, Inc.

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

J53720

(Document Number of Corporation (if known))

FILED

09 AUG 12 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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."

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)

N/A

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

New Registered Office Address:

(Florida street address)

(City)

_____, Florida
(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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
N/A			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<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 Exhibit A - Designation of Series A Preferred Shares

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)

N/A

**DESIGNATION OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF PLATEAU MINERAL DEVELOPMENT, INC.**

Pursuant to Section 607.0602 of the Florida Revised Statutes, Plateau Mineral Development Inc., a Florida corporation (the "Corporation"), does hereby certify that pursuant to authority contained in the Amended and Restated Articles of Incorporation of the Corporation filed with the Florida Secretary of State on November 20, 1997, the Corporation's Board of Directors has duly adopted the following resolutions designating 5,000,000 of the 5,000,000 shares of preferred stock, \$1.00 par value, as Series A Convertible Preferred Stock (the "Series A Convertible Preferred Stock") that shall contain the following designations and preferences.

Series A Convertible Preferred Stock

The Series A Convertible Preferred Stock has been authorized by the Board of Directors of the Corporation as a new series of preferred stock, which ranks senior and is not subordinated in any respects. So long as any Series A Convertible Preferred Stock is outstanding, the Corporation is prohibited from issuing any series of stock having rights senior to the Series A Convertible Preferred Stock ("Senior Stock"), without the approval of the holder of the outstanding Series A Convertible Preferred Stock. Additionally, so long as any Series A Convertible Preferred Stock is outstanding, the Corporation may not, without the approval of the holder of the outstanding Series A Convertible Preferred Stock, issue any series of stock ranking on parity with the Series A Convertible Preferred Stock ("Parity Stock") as to dividend or liquidation rights or having a right to vote on any matter.

(a) Designation and Amount. Of the 5,000,000 authorized shares of Preferred Stock, \$1.00 par value per share, all 5,000,000 shares are hereby designated "Series A Convertible Preferred Stock" and possess the rights and preferences set forth below.

(b) Initial Value. The initial value of each share of Series A Convertible Preferred Stock (the "Series A Initial Value") is \$1.00.

(c) Dividends. The holders of the then outstanding shares of Series A Convertible Preferred Stock shall be entitled to receive, in preference to the holders of any other shares of capital stock of the Corporation, dividends when and as if they may be declared by the Board out of funds legally available therefore (the "Series A Dividends"). The Series A Dividends shall accrue on the Series A Convertible Preferred Stock commencing on the date of declaration thereof. Dividends paid on shares of Series A Convertible Preferred Stock in an amount less than the total amount of such dividends at the time accumulated and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. Unless full cumulative dividends on the Series A Convertible Preferred Stock have

been paid, or declared and sums set aside for the payment thereof, dividends, other than in common stock, \$.001 par value per share ("Common Stock"), or other securities of a class or series of stock of the Corporation the terms of which do not expressly provide that it ranks senior to or on a parity with the Series A Convertible Preferred Stock as to dividend distributions and distributions upon the liquidation, winding-up and dissolution of the Corporation, may not be paid, or declared and sums set aside for payment thereof, and other distributions may not be made upon the Common Stock or other shares of capital stock of the Corporation.

(d) Liquidation. Upon occurrence of a liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (any such event, a "Liquidating Event"), each holder of shares of Series A Convertible Preferred Stock will be entitled to receive, before any distribution of assets is made to holders of common stock or any other stock of the Corporation ranking junior to the Series A Preferred Stock as to dividends or liquidation rights, but only after all distributions to holders of Series A Preferred Stock as set forth in this Certificate of Designation have been made, an amount per share of Series A Convertible Preferred Stock (this amount, the "Series A Liquidation Amount") equal to 100% of the Series A Initial Value plus the amount of any accrued but unpaid Series A Dividends due thereon for each share up to the date fixed for distribution. After payment of the full Series A Liquidation Amount, holders of shares of Series A Convertible Preferred Stock will not be entitled to participate any further in any distribution of assets by the Corporation. If upon occurrence of a Liquidating Event, the assets of the Corporation available for distribution to its stockholders are insufficient to pay the holders of the Series A Convertible Preferred Stock the full Series A Liquidation Amount, holders of Series A Preferred Convertible Stock will share ratably in any distribution of assets so that each such holder receives, per share, the same percentage of the Series A Liquidation Amount.

Subject to applicable law, any non-cash assets of the Corporation that are legally available for distribution upon liquidation, dissolution, or winding up of the Corporation must be promptly liquidated by a liquidating trust or similar entity.

(e) Conversion. Each share of Series A Convertible Preferred Stock shall be convertible at anytime at the option of the holder thereof into that number of fully paid and nonassessable shares of Common Stock at \$.001 per share (the "Conversion Price"). Any amount of accrued and unpaid dividends due thereon shall also be convertible into shares of Common Stock at the Conversion Price. To convert the Series A Convertible Preferred Stock, the holder thereof shall provide written notice to the Corporation via facsimile and overnight courier setting forth the number of shares of Series A Convertible Preferred Stock being converted and delivery instructions together with certificates evidencing the shares of Series A Convertible Preferred Stock being converted. The Conversion Price and the number of shares of stock or other securities or property into which the Series A Convertible Preferred Stock is convertible are not subject to adjustment relating to any reorganization, merger or sale of assets, reclassification of securities, split, subdivision of combination shares.

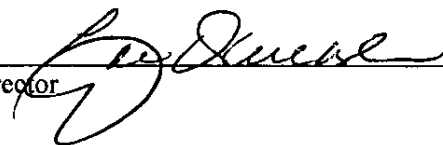
(f) Voting Rights. The holders of the Series A Convertible Preferred Stock will have 1,000 votes per share of Series A Convertible Preferred Stock.

(g) Redemption. The Corporation shall have the right to redeem the Series A Convertible Preferred Stock by providing notice to the Series A holder at the redemption price of \$1.00 per share. The Corporation shall provide a five-day notice to the Series A Convertible Preferred Stock holder of its intention to redeem the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock holder shall have a period of five days thereafter to convert the Series A Convertible Preferred Stock as provided above in subsection (e).

The determination of the designation, preferences and the relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, relating to the Series A Convertible Preferred Stock, was duly made by the Board of Directors pursuant to the provisions of the Restated Articles of Incorporation of the Corporation, and in accordance with the provisions of Section 78-1955 of the Nevada Revised Statutes.

IN WITNESS WHEREOF, the Corporation has caused this Designation to be executed this 10th day of August 2009.

PLATEAU MINERAL DEVELOPMENT, INC.

By: 
Director

The date of each amendment(s) adoption: August 10, 2009

(date of adoption is required)

Effective date if applicable:

(no more than 90 days after amendment file date)

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 _____."

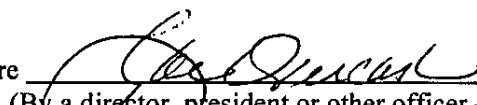
(voting group)

☒ 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 August 10, 2009

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)

JOE OVERCASH

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)