

JS8518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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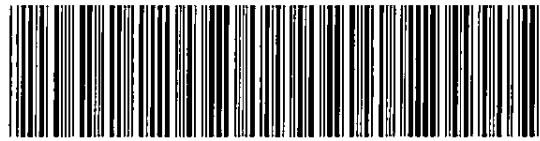
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: K-TECHNOLOGIES, INC.

DOCUMENT NUMBER: J58518

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

Please return all correspondence concerning this matter to the following:

Thomas E. Baroody

Name of Contact Person

K-Technologies, Inc.

Firm/ Company

P.O. Box 5377

Address

Lakeland, FL 33807-5377

City/ State and Zip Code

tom.baroody@ktech-inc.com

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

For further information concerning this matter, please call:

Thomas E. Baroody

Name of Contact Person

at (863)

940-4815

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

K-TECHNOLOGIES, INC.

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

J58518

(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."*

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

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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

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			
<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)

The initial sentence of ARTICLE FIFTH is amended and restated in its entirety as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 20,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and (ii) 3,000,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock")."

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

June 5, 2024

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

Effective date if applicable: upon filing
(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 incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ 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 TE Baroody / [Signature]
(voting group)

Dated JUNE 5, 2024

Signature [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)

Thomas E. Baroody

(Typed or printed name of person signing)

President and CEO

(Title of person signing)

**WRITTEN CONSENT OF THE DIRECTORS
IN LIEU OF A SPECIAL MEETING, PURSUANT TO SECTION
607.0821 OF THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being the all of the Directors of **K-TECHNOLOGIES INC.**, a Florida corporation, do hereby take and adopt the following actions in writing, without a meeting:

WHEREAS: The Board has adopted the 2024 Equity Incentive Plan (the "Plan") and the Board has approved a pool of 500,000 shares of common stock reserved for issuance under the Plan;

THEREFORE, BE IT

RESOLVED: That the Board recommends that the Plan be put to a vote of the Corporation's shareholders and that the Secretary of the Corporation is hereby authorized and directed to submit the Plan to such a vote.

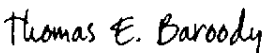
RESOLVED, FURTHER: That upon approval of the Plan by the Corporation's shareholders, the Corporation is hereby authorized and directed to reflect the Plan on the books and records of the Corporation.

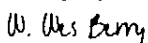
RESOLVED, FURTHER: That the Articles of Incorporation of the Corporation shall be amended in substantially the form of Certificate of Amendment (the "Amendment") accompanying this Consent.

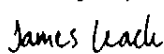
RESOLVED, FURTHER: That the Board of Directors recommends that the Amendment be put to a vote of the stockholders of the Corporation and that the Secretary of the Corporation is hereby authorized and directed to submit the Amendment to such a vote.

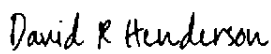
RESOLVED, FURTHER: That upon approval of the Amendment by the requisite number of shareholders of the Corporation, the President of the Corporation is hereby authorized and directed to execute and file, on behalf of the Corporation, the Amendment with the Secretary of State of the State of Florida.

DATED: June 5, 2024

DocuSigned by:

Thomas E. Baroody
2BA208F12D3324B

DocuSigned by:

W. Wes Berry
F03349E7C3C54FE

DocuSigned by:

James S Leach
EF3752D2A38A423

DocuSigned by:

David R Henderson
A2177185C8B08AC

**WRITTEN CONSENT OF THE SHAREHOLDERS
IN LIEU OF A SPECIAL MEETING, PURSUANT TO SECTION 607.0704
OF THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being the holders of a majority of the outstanding capital stock of **K-TECHNOLOGIES INC.**, a Florida corporation, do hereby take and adopt the following actions in writing, without a meeting:

WHEREAS, in order to provide sufficient incentive to attract, retain and reward eligible employees, directors, advisors and consultants and to motivate such persons to contribute to the growth and profitability of the Corporation, the Corporation's board of directors (the "Board") has approved the Corporation's 2024 Equity Incentive Plan (the "Plan") with a pool of 500,000 shares of Common Stock (the "Common Stock");

WHEREAS, in order to provide for sufficient unissued, authorized, shares of Common Stock to address the shares available for grant under the Plan, the Board has approved and recommended for adoption by the stockholders an amendment to the Corporation's Articles of Incorporation to increase the number of authorized shares of Common Stock from 15,000,000 shares to 20,000,000 as set forth in the Articles of Amendment circulated with this Consent (the "Amendment").

NOW THEREFORE, BE IT RESOLVED, That the shareholders of the Corporation hereby approve the Plan and the number of shares reserved for issuance pursuant to the Plan of 500,000 shares of Common Stock, all of which may be granted as either incentive or non-qualified stock options, or as restricted stock grants.

RESOLVED FURTHER, that the Amendment in the form circulated with this Consent is hereby approved, adopted and confirmed in all respects; and

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to execute the Amendment and take all such action as such officers deem necessary or desirable to file the Amendment with the Secretary of State of the State of Florida and to cause the Amendment to become effective.

DATED: June 5, 2024

DocuSigned by:
Thomas E. Baroody
20A200FCE55541B
Thomas E. Baroody
DocuSigned by:
W. Wes Berry
701967C0C...