

K29446

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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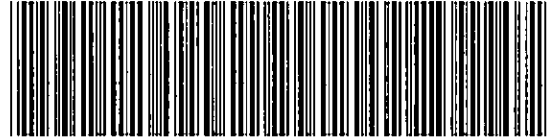
(Business Entity Name)

(Document Number)

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2025 PM 1:17
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Lelantos Holdings, Inc.

DOCUMENT NUMBER: K29446

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

Please return all correspondence concerning this matter to the following:

Nathan Puente

Name of Contact Person

Lelantos Holdings, Inc.

Firm/ Company

610 S. Park Avenue

Address

Tuscon, AZ 85719

City/ State and Zip Code

nathan@lelantos.group

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

For further information concerning this matter, please call:

Jody Walker

303

850-7637

at (_____)

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:

 \$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
Lelantos Holdings, Inc.

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

K29446

(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:

(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

Check if applicable

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

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SECRETARY
DIVISION

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	_____	_____	_____

SECRET FILE

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

*See Attached

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4/4
1
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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

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 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 _____,"
(voting group)

August 20, 2022

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 Puente

(Typed or printed name of person signing)
Chief Executive Officer

(Title of person signing)

26
47
1
97

**Attachment
to Articles of Amendment
to Articles of Incorporation of
Lelantos Holdings, Inc.
Document Number: K29446**

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Article IV

(a) The aggregate number of shares which the corporation shall have the authority to issue shall be 500,000,000 shares of common stock having a par value of \$0.0001 per share and 50,000,000 shares of preferred stock ("Preferred Stock") having a par value of \$0.0001 per share.

(b) The Board of Directors of the corporation has full right and authority to divide such shares, at any time and from time to time, into one or more classes or series, or both, as the Board may designate and to determine for any such class or series its voting rights, designations, preferences and privileges, including, without limitation, conversion rights.

(c) **Series A Preferred Stock**

(i) **Designation and Amount.**

The number of shares constituting the Series A preferred shares shall be 10,000,000.

(ii) **Voting.**

Each issued and outstanding Series A preferred share shall be entitled to the number of votes equal to the result of the number of shares of common stock issued and outstanding at the time of such vote multiplied by 1.10; divided by the total number of Series A preferred shares issued and outstanding at the time of such vote, at each meeting of the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series A preferred stock shall vote together with the holders of common stock and Series B preferred stock as a single class.

(iii) **Mandatory Conversion.**

Each Series A preferred share shall automatically be converted into 10 shares of common stock of the Company. At any time at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Series A preferred stock.

(iv) Amendments to Rights, Powers, etc.

The Company shall not amend, alter or repeal the Series A preferred shares, special rights or other powers of the Series A preferred shares so as to affect adversely the Series A preferred shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series A preferred shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

(d) Series B Preferred Stock

(i) Designation and Amount.

The number of shares constituting the Series B preferred shares shall be 5,000,000.

(ii) Voting.

Each issued and outstanding Series B preferred share shall be entitled to one vote at each meeting of the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series B preferred stock shall vote together with the holders of common stock and Series A preferred stock as a single class.

(iii) Conversion.

After thirteen months from the date of issuance, each Series B preferred share shall be converted into 50 shares of common stock of the Company at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Series B preferred stock.

(iv) Amendments to Rights, Powers, etc.

The Company shall not amend, alter or repeal the Series B preferred shares, special rights or other powers of the Series B preferred shares so as to affect adversely the Series B preferred shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series B preferred shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

(e) Series C Preferred Stock

(i) Designation and Amount.

The number of shares constituting the Series C preferred shares shall be 5,000,000.

(ii) Voting.

The Series C preferred shares shall have no voting rights.

(iii) Conversion.

After thirteen months from the date of issuance, each Series C preferred share shall be converted into 50 shares of common stock of the Company at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Series C preferred stock.

(iv) Amendments to Rights, Powers, etc.

The Company shall not amend, alter or repeal the Series C preferred shares, special rights or other powers of the Series C preferred shares so as to affect adversely the Series C preferred shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series C preferred shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

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