

K29446

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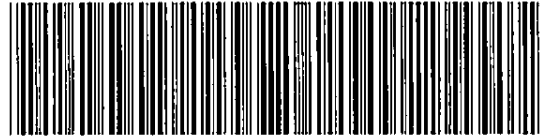
(Business Entity Name)

(Document Number)

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MAY 21 2024

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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:

Joshua Weaver

Name of Contact Person

Lelantos Holdings, Inc.

Firm/ Company

3690 W El Moraga Place

Address

Tucson/AZ/85745

City/ State and Zip Code

josh@lelantos.group

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

SECRETARY OF STATE

2024 MAY -8 AM 10:10

FILED

For further information concerning this matter, please call:

Joshua Weaver

at (520)

360-5346

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2023

JOSHUA WEAVER
3690 W EL MORAGA PLACE
TUCSON, AZ 85745

SUBJECT: LELANTOS HOLDINGS, INC.
Ref. Number: K29446

We have received your document for LELANTOS HOLDINGS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please date the last page.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Morgan E Lovett
Regulatory Specialist II

Letter Number: 323A00028965

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LELANTOS HOLDINGS, INC.**

FILED
2024 MAY -8 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FL

**DESIGNATING
SERIES A, SERIES B, AND SERIES C CONVERTIBLE PREFERRED STOCK**

**PURSUANT TO SECTION 607.0602 OF THE
FLORIDA BUSINESS CORPORATION ACT**

Lelantos Holdings, Inc., a corporation organized and existing under Florida Business Corporation Act (hereinafter called the "Corporation"), in accordance with the provisions of Section 607.0602 thereof, DOES HEREBY CERTIFY:

FIRST: These Articles of Amendment were adopted by the Board of Directors on November 28, 2023 in the manner prescribed by Section 607.1002 of the Florida Business Corporation Act. Shareholder action was not required.

SECOND: That pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the provisions of the Articles of Incorporation, as amended, of the Corporation (the "Articles of Incorporation"), the Board of Directors adopted the following resolution on November 14, 2023 designating:

- 10,000,000 shares of the Company's authorized preferred stock as "Series A Convertible Preferred Stock"
- 2,500,000 shares of the Company's authorized preferred stock as "Series B Convertible Preferred Stock"
- 150,000 shares of the Company's authorized preferred stock as "Series C Convertible Preferred Stock"

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of the Articles of Incorporation, three series of Preferred Stock, having a par value of \$0.001 per share, of the Corporation be and hereby is created, and that the designation and number of shares thereof, and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series, and the qualifications, limitations and restrictions thereof, are as follows:

**TERMS OF
SERIES A CONVERTIBLE PREFERRED STOCK**

Ten million (10,000,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" with the following rights, preferences, powers, privileges, restrictions, qualifications, and limitations.

1. **Fractional Shares.** Series A Convertible Preferred Stock may be issued in fractional shares.
2. **Dividends.** Series A Convertible Preferred Stock shall be treated pari passu with Common Stock except that the dividend on each share of Series A Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of Common Stock multiplied by the Conversion Rate.
3. **Liquidation, Dissolution, or Winding Up.**
 - a. Payments to Holders of Series A Convertible Preferred Stock. Series A Convertible Preferred Stock shall be treated pari passu with Common Stock except that the payment on each share of Series A Convertible Preferred Stock shall be equal to the amount of the payment on each share of Common Stock multiplied by the Conversion Rate.
4. **Voting.**
 - a. The shares of Series A Convertible Preferred Stock shall vote on all matters as a class with the holders of Common Stock and each share of Series A Convertible Preferred Stock shall be entitled to the number of votes per share equal to the Conversion Rate.
5. **Conversion Rate and Adjustments.**
 - a. Conversion Rate. The Conversion Rate shall be 10 shares of Common Stock (as adjusted pursuant to this Section 5) for each share of Series A Convertible Preferred Stock.
 - b. Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the issuance of the Series A Convertible Preferred Stock effect a subdivision of the outstanding Common Stock, the Conversion Rate then in effect immediately before that subdivision shall be proportionately increased. If the Corporation shall at any time or from time to time after the issuance of the Series A Convertible Preferred Stock combine the outstanding shares of Common Stock, the Conversion Rate then in effect immediately before the combination shall be proportionately decreased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.
 - c. Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, reclassification, consolidation, or merger involving the Corporation in which the Common Stock (but not the Series A Convertible Preferred Stock) is converted into or exchanged for securities, cash, or other property, then, following any such reorganization, recapitalization, reclassification, consolidation, or merger, each share of Series A Convertible

Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property that a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series A Convertible Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation, or merger would have been entitled to receive pursuant to such transaction.

6. Conversion.

- a. Shares of Series A Convertible Preferred Stock shall not be convertible at any time that there are not a sufficient number of authorized shares of Common Stock not reserved for other purposes so that all outstanding shares of Series A Convertible Preferred Stock can be converted.
- b. All certificates evidencing shares of Series A Convertible Preferred Stock that are required to be surrendered for conversion in accordance with the provisions hereof shall be deemed to have been retired and cancelled and the shares of Series A Convertible Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series A Convertible Preferred Stock may not be reissued as shares of such Series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Convertible Preferred Stock accordingly.
- c. No fractional shares of Common Stock shall be issued upon conversion of the Series A Convertible Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, fractional share shall be rounded up to a whole share.

- 7. Waiver.** Any of the rights, powers, or preferences of the holders of Series A Convertible Preferred Stock set forth herein may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series A Convertible Preferred Stock then outstanding.

**TERMS OF
SERIES B CONVERTIBLE PREFERRED STOCK**

Two million five hundred thousand (2,500,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series B Convertible Preferred Stock" with the following rights, preferences, powers, privileges, restrictions, qualifications, and limitations.

- 1. Fractional Shares.** Series B Convertible Preferred Stock may be issued in fractional shares.
- 2. Dividends.** Series B Convertible Preferred Stock shall be treated *pari passu* with Common Stock except that the dividend on each share of Series B Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of Common Stock multiplied by the Conversion Rate.
- 3. Liquidation, Dissolution, or Winding Up.**
 - a. Payments to Holders of Series B Convertible Preferred Stock. Series B Convertible Preferred Stock shall be treated *pari passu* with Common Stock except that the payment on each share of Series B Convertible Preferred Stock shall be equal to the amount of the payment on each share of Common Stock multiplied by the Conversion Rate.
- 4. Voting.**
 - a. The shares of Series B Convertible Preferred Stock shall vote on all matters as a class with the holders of Common Stock and each share of Series B Convertible Preferred Stock shall be entitled to the number of votes per share equal to the Conversion Rate.
- 5. Conversion Rate and Adjustments.**
 - a. Conversion Rate. The Conversion Rate shall be 50 shares of Common Stock (as adjusted pursuant to this Section 5) for each share of Series B Convertible Preferred Stock.
 - b. Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the issuance of the Series B Convertible Preferred Stock effect a subdivision of the outstanding Common Stock, the Conversion Rate then in effect immediately before that subdivision shall be proportionately increased. If the Corporation shall at any time or from time to time after the issuance of the Series B Convertible Preferred Stock combine the outstanding shares of Common Stock, the Conversion Rate then in effect immediately before the combination shall be proportionately decreased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

- c. Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, reclassification, consolidation, or merger involving the Corporation in which the Common Stock (but not the Series B Convertible Preferred Stock) is converted into or exchanged for securities, cash, or other property, then, following any such reorganization, recapitalization, reclassification, consolidation, or merger, each share of Series B Convertible Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property that a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series B Convertible Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation, or merger would have been entitled to receive pursuant to such transaction.

6. Conversion.

- a. Shares of Series B Convertible Preferred Stock shall not be convertible at any time that there are not a sufficient number of authorized shares of Common Stock not reserved for other purposes so that all outstanding shares of Series B Convertible Preferred Stock can be converted.
- b. All certificates evidencing shares of Series B Convertible Preferred Stock that are required to be surrendered for conversion in accordance with the provisions hereof shall be deemed to have been retired and cancelled and the shares of Series B Convertible Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series B Convertible Preferred Stock may not be reissued as shares of such Series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series B Convertible Preferred Stock accordingly.
- c. No fractional shares of Common Stock shall be issued upon conversion of the Series B Convertible Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, fractional share shall be rounded up to a whole share.

- 7. Waiver.** Any of the rights, powers, or preferences of the holders of Series B Convertible Preferred Stock set forth herein may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series B Convertible Preferred Stock then outstanding.

**TERMS OF
SERIES C CONVERTIBLE PREFERRED STOCK**

One hundred fifty thousand (150,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series C Convertible Preferred Stock" with the following rights, preferences, powers, privileges, restrictions, qualifications, and limitations.

- 1. Fractional Shares.** Series C Convertible Preferred Stock may be issued in fractional shares.
- 2. Dividends.** Series C Convertible Preferred Stock shall be treated *pari passu* with Common Stock except that the dividend on each share of Series B Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of Common Stock multiplied by the Conversion Rate.
- 3. Liquidation, Dissolution, or Winding Up.**
 - a. Payments to Holders of Series C Convertible Preferred Stock. Series C Convertible Preferred Stock shall be treated *pari passu* with Common Stock except that the payment on each share of Series C Convertible Preferred Stock shall be equal to the amount of the payment on each share of Common Stock multiplied by the Conversion Rate.
- 4. Voting.**
 - a. The shares of Series C Convertible Preferred Stock shall vote on all matters as a class with the holders of Common Stock and each share of Series C Convertible Preferred Stock shall be entitled to the number of votes per share equal to the Conversion Rate.
- 5. Conversion Rate and Adjustments.**
 - a. Conversion Rate. The Conversion Rate shall be 50 shares of Common Stock (as adjusted pursuant to this Section 5) for each share of Series C Convertible Preferred Stock.
 - b. Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the issuance of the Series C Convertible Preferred Stock effect a subdivision of the outstanding Common Stock, the Conversion Rate then in effect immediately before that subdivision shall be proportionately increased. If the Corporation shall at any time or from time to time after the issuance of the Series C Convertible Preferred Stock combine the outstanding shares of Common Stock, the Conversion Rate then in effect immediately before the combination shall be proportionately decreased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

- c. Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, reclassification, consolidation, or merger involving the Corporation in which the Common Stock (but not the Series C Convertible Preferred Stock) is converted into or exchanged for securities, cash, or other property, then, following any such reorganization, recapitalization, reclassification, consolidation, or merger, each share of Series C Convertible Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property that a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series C Convertible Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation, or merger would have been entitled to receive pursuant to such transaction.

6. Conversion.

- a. Shares of Series C Convertible Preferred Stock shall not be convertible at any time that there are not a sufficient number of authorized shares of Common Stock not reserved for other purposes so that all outstanding shares of Series C Convertible Preferred Stock can be converted.
 - b. All certificates evidencing shares of Series C Convertible Preferred Stock that are required to be surrendered for conversion in accordance with the provisions hereof shall be deemed to have been retired and cancelled and the shares of Series C Convertible Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series C Convertible Preferred Stock may not be reissued as shares of such Series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series C Convertible Preferred Stock accordingly.
 - c. No fractional shares of Common Stock shall be issued upon conversion of the Series C Convertible Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, fractional share shall be rounded up to a whole share.
- 7. Waiver.** Any of the rights, powers, or preferences of the holders of Series C Convertible Preferred Stock set forth herein may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series C Convertible Preferred Stock then outstanding.

RESOLVED, FURTHER, that any executive officer of the Corporation be and they hereby is authorized and directed to prepare and file a Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of Florida law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 28th day of November, 2023.

A handwritten signature in black ink, appearing to read 'N. Puente', with a stylized flourish at the end.

/s/ Nathan Puente

Name: Nathan Puente

Title: Chief Executive Officer

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)

Dated 5/7/2024 _____

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)

CEO

(Title of person signing)