

P 00000058015

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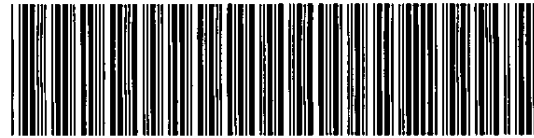
Special Instructions to Filing Officer:

Courtney Williams gave permission to return First 3 pages & File page 4 with 2nd amendment Attached.

Office Use Only

SEP 08 2015

D CONNELL



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RECEIVED
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13 SEP -4 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]

FILED
15 SEP -4 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 08 2015

D CONNELL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 775741 4358237

AUTHORIZATION

COST LIMIT : \$ 52.50

ORDER DATE : September 4, 2015

ORDER TIME : 3:33 PM

ORDER NO. : 775741-005

CUSTOMER NO: 4358237

DOMESTIC AMENDMENT FILING

NAME: CAREFREE LIFESTYLES INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Carefree Lifestyles Inc.

DOCUMENT NUMBER: P00000058015

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

Please return all correspondence concerning this matter to the following:

Anthony Marotta

Name of Contact Person

Carefree Lifestyles Inc.

Firm/ Company

1031 5th Street

Address

Miami Beach, FL 33139

City/ State and Zip Code

anthony@carefreelifestyle.com

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

For further information concerning this matter, please call:

Anthony Marotta

at (

305

) 525-5554

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Second Articles of Amendment
to the
Articles of Incorporation
of
Carefree Lifestyles Inc.**

FILED
15 SEP -4 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, Carefree Lifestyles Inc. (the "Corporation") hereby adopts the following amendment to the Corporation's Articles of Incorporation, as amended (the "Articles"):

Article IV of the Articles is hereby amended and restated as follows:

"A. Classes of Stock. The corporation is authorized to issue two classes of shares to be designated as "Common Stock" and "Preferred Stock," respectively. The corporation has the authority to issue 50,000,000 total shares of Common Stock with par value of \$1.00 per share and 5,000,000 total shares of Preferred Stock with par value of \$1.00 per share.

B. Preferred Stock. The corporation's board of directors (the "Board" or "Board of Directors") shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

1. The number of shares to constitute the class or series and the designation thereof;
2. The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;
3. Whether or not the class or series shall have voting rights, full or limited, the nature and qualifications, limitations and restrictions on those rights, or whether the class or series will be without voting rights;
4. Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
5. Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds be established, the amount and the terms and provisions thereof;
6. The dividend rate, whether dividends are payable in cash, stock of the corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
7. The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of assets of, the corporation;
8. Whether or not the shares of any class or series are convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes

of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

9. Such other rights and provisions with respect to any class or series as the Board of Directors deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any existing class or series of the Preferred Stock.

C. Forward Stock Split. Upon this Second Articles of Amendment to the Articles of Incorporation becoming effective pursuant to the Florida Statutes (the "Effective Time"), each share of Common Stock issued and outstanding immediately prior to the Effective Time will be automatically reclassified and converted into 90,000 shares of Common Stock. Any stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock (the "Old Certificates") will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock as equals the product obtained by multiplying the number of shares of Common Stock represented by the Old Certificate immediately prior to the Effective Time by 90,000."

**CAREFREE LIFESTYLES INC.
CERTIFICATE OF DESIGNATIONS OF PREFERENCES, RIGHTS AND
LIMITATIONS OF
SERIES A CONVERTIBLE PREFERRED STOCK
PURSUANT TO SECTION 607.0602
OF THE FLORIDA BUSINESS CORPORATION ACT**

The undersigned, Anthony Marotta and Gary Marotta certify that:

1. They are the duly acting President and acting Secretary, respectively, of Carefree Lifestyles Inc., a Florida corporation (the "**Corporation**").

2. Pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation, and pursuant to the provisions of the Florida Business Corporation Act, said Board of Directors adopted resolutions establishing the rights, preferences, privileges and restrictions of, and the number of shares comprising, the Corporation's Series A Convertible Preferred Stock, which resolutions are as follows:

RESOLVED, that a series of preferred stock in the Corporation, having the rights, preferences, privileges and restrictions, and the number of shares constituting such Series A and the designation of such series, set forth below be, and it hereby is, authorized by the Board of Directors of the Corporation pursuant to authority given by the Corporation's Articles of Incorporation.

RESOLVED, that the Board of Directors hereby fixes and determines the designation of, the number of shares constituting, and the rights, preferences, privileges and restrictions relating to, a new series of preferred stock as follows:

(a) Designation. The series of preferred stock is hereby designated Series A Convertible Preferred Stock (the "**Series A Preferred Stock**").

(b) Authorized Shares. The number of authorized shares constituting the Series A Preferred Stock shall be One Million (1,000,000) shares of such series.

(c) Dividends. Holders of the Series A Preferred Stock shall not be entitled to receive any preferential cumulative dividends.

(d) Redemption.

(i) The Corporation may, at its option, upon not less than 30 nor more than 60 days' written notice, redeem the Series A Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price equal to 110% of the Series A Purchase Price (as defined below). No Series A Preferred Stock may be redeemed except with assets legally available for the payment of the redemption price. Holders of Series A Preferred Stock to be redeemed shall surrender such Series A Preferred Stock at the place designated in such notice and shall be entitled to the redemption price upon such redemption following such surrender. If notice of redemption of any of the Series A Preferred Stock has been given and if the funds

necessary for such redemption have been set aside, separate and apart from other funds, by the Corporation in trust for the pro rata benefit of the holders of any Series A Preferred Stock so called for redemption, then from and after the date that notice of redemption is provided to such holders, such Series A Preferred Stock shall no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price. If less than all of the outstanding Series A Preferred Stock is to be redeemed, the Series A Preferred Stock to be redeemed shall be selected pro rata (as nearly as may be practicable without creating fractional shares) or by any other equitable method determined by the Corporation.

(ii) Notice of redemption of the Series A Preferred Stock shall be given by publication in a newspaper of general circulation, such publication to be made once a week for two successive weeks commencing not less than 30 nor more than 60 days prior to the date of redemption. A similar notice shall be mailed by the Corporation by first class mail, postage prepaid, not less than 30 nor more than 60 days prior to the date of redemption, addressed to each holder of record of the Series A Preferred Stock to be redeemed at such holder's address as the same appears on the share records of the Corporation. No failure to give such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for the redemption of any Series A Preferred Stock except as to the holder to whom notice was defective or not given. Each notice shall state the number of shares of Series A Preferred Stock to be redeemed and the place or places where the Series A Preferred Stock is to be surrendered for payment of the redemption price.

(iii) The Series A Preferred Stock has no stated maturity and will not be subject to any sinking fund or mandatory redemption provisions.

(iv) All Series A Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and reclassified as authorized but unissued preferred stock, without designation as to class or series, and may thereafter be reissued as any class or series of preferred stock in accordance with the applicable provisions of this Certificate of Designations.

(e) Liquidation Preference.

(i) *Preference upon Liquidation, Dissolution or Winding Up.* In the event of any dissolution or winding up of the Corporation, whether voluntary or involuntary, holders of each outstanding share of Series A Preferred Stock shall be entitled to be paid first out of the assets of the Corporation available for distribution to shareholders, whether such assets are capital, surplus or earnings, an amount equal to \$2.00 (the "**Series A Purchase Price**") per share of Series A Preferred Stock held (as adjusted for any stock splits, stock dividends or recapitalizations of the Series A Preferred Stock), before any payment shall be made to the holders of the Common Stock, or any other stock of the Corporation ranking junior to the Series A Preferred Stock with regard to any distribution of assets upon liquidation, dissolution or winding up of the Corporation. The holders of the Series A Preferred Stock shall be entitled to share ratably, in accordance with the respective preferential amounts payable on such stock, in any distribution which is not sufficient to pay in full the aggregate of the amounts payable thereon. If, upon any liquidation, dissolution or winding up of the Corporation, the assets to be distributed to the holders of the Series A Preferred Stock shall be insufficient to permit payment

to such shareholders of the full preferential amounts aforesaid, then all of the assets of the Corporation available for distribution to shareholders shall be distributed to the holders of Series A Preferred Stock. Each holder of the Series A Preferred Stock shall be entitled to receive that portion of the assets available for distribution as the number of outstanding shares of Series A Preferred Stock held by such holder bears to the total number of shares of Series A Preferred Stock. Such payment shall constitute payment in full to the holders of the Series A Preferred Stock upon the liquidation, dissolution or winding up of the Corporation. After such payment shall have been made in full, or funds necessary for such payment shall have been set aside by the Corporation in trust for the account of the holders of Series A Preferred Stock, so as to be available for such payment, such holders of Series A Preferred Stock shall be entitled to no further participation in the distribution of the assets of the Corporation.

(ii) *Consolidation, Merger and Other Corporate Events.* A consolidation or merger of the Corporation (except into or with a subsidiary corporation) or a sale, lease, mortgage, pledge, exchange, transfer or other disposition of all or substantially all of the assets of the Corporation or any reclassification of the stock of the Corporation (other than a change in par value or from no par to par, or from par to no par), shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this paragraph (e), provided, however, in the case of a merger, if (a) the Corporation is the surviving entity, (b) the Corporation's shareholders hold a majority of the shares of the surviving entity, and (c) the Corporation's directors hold a majority of the seats on the board of directors of the surviving entity, then such merger shall not be regarded as a liquidation, dissolution or winding up within the meaning of this paragraph (e). In no event shall the issuance of new classes of stock, whether senior, junior or on a parity with the Series A Preferred Stock, or any stock splits, or the issuance of common stock in connection with an acquisition of the securities, assets or business of another company, joint ventures, merger of a subsidiary and employee stock options be deemed a "reclassification", merger or consolidation under or otherwise be limited by the terms hereof.

(iii) *Distribution of Cash and Other Assets.* In the event of a liquidation, dissolution or winding up of the Corporation resulting in the availability of assets other than cash for distribution to the holders of the Series A Preferred Stock, the holders of the Series A Preferred Stock shall be entitled to a distribution of cash and/or assets equal to the value of the liquidation preference stated in subsection (i) of this paragraph (e), which valuation shall be made solely by the Board of Directors, and provided that such Board of Directors was acting in good faith, shall be conclusive.

(iv) *Distribution to Junior Security Holders.* After the payment or distribution to the holders of the Series A Preferred Stock of the full preferential amounts aforesaid, the holders of Series A Preferred Stock shall have no further rights in respect of such Series A Preferred Stock, which shall become null and void, and the holders of the Common Stock then outstanding, or any other stock of the Corporation ranking as to assets upon liquidation, dissolution or winding up of the Corporation junior to the Series A Preferred Stock, shall be entitled to receive ratably all of the remaining assets of the Corporation.

(v) *Preference; Priority.* References to a stock that is "**senior**" to, on "**parity**" with or "**junior**" to other stock as to liquidation shall refer to rights of priority of one series or class of stock over another in the distribution of assets on any liquidation, dissolution or winding

up of the Corporation. The Series A Preferred Stock shall be senior to the Common Stock of the Corporation and senior to any subsequent series of Preferred Stock issued by the Corporation.

(f) Voting Rights. Except as otherwise required by law, and except to amend, alter or repeal the provisions of the Series A Preferred Stock, the holders of shares of Series A Preferred Stock shall not have the right to vote on matters that come before the shareholders.

(g) Conversion Rights.

(i) Subject to and upon compliance with the provisions of this paragraph (g), at the Conversion Date, every share of Series A Preferred Stock shall automatically convert into a number of authorized but previously unissued shares of Common Stock obtained by (A) dividing the aggregate Series A Purchase Price by the Series A Purchase Price per share and then (B) further dividing that number by the product of (x) .75 multiplied by (y) the Liquidity Event Offering Price, as may be adjusted pursuant to this paragraph (g).

(ii) *Definitions.* The following terms shall have the meanings ascribed to them:

“Conversion Date” means the date upon which the Corporation consummates a Liquidity Event.

“Liquidity Event” means any equity financing that results in shares of the Common Stock being freely tradeable on a Trading Market, including, but not limited to, an initial public offering of the Corporation’s shares pursuant to a registration statement to be filed with the Securities and Exchange Commission, or a reverse merger transaction; provided, however, no such equity financing shall be deemed a Liquidity Event unless, as a result of such equity financing, the Company receives a minimum in aggregate gross proceeds of \$5,000,000.

“Liquidity Event Offering Price” means the per share offering price of the Company’s Common Stock at the Liquidity Event.

“Trading Market” means any of the following markets or exchanges: the NYSE MKT, the Nasdaq Capital Market, the Nasdaq Global Market, the Nasdaq Global Select Market, the New York Stock Exchange, the OTC Bulletin Board or the OTCQB Market operated by OTC Markets Group, Inc. (or any successors to any of the foregoing).

(iii) As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver at such office to such holder, or on his written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions of this paragraph (g), and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled as provided in part (vii) of this paragraph (g).

(iv) *Adjustment for Certain Dividends and Distributions.* In the event the Corporation at any time, or from time to time, shall make or issue, or fix a record date for

the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the shares of Series A Preferred Stock outstanding on the record date applicable to such dividend or distribution, shall be entitled to receive that number of dividend shares that the holder of the Series A Preferred Stock would have been entitled to receive had the Series A Preferred Stock been converted into Common Stock immediately before such record date set for the dividend or distribution.

(v) *Adjustments for Other Dividends and Distributions.* In the event the Corporation at any time or from time to time shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of such Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had their Series A Preferred Stock been converted into Common Stock on the date of such event and had thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period giving application to all adjustments called for during such period under this paragraph (g) with respect to the rights of the holders of the Series A Preferred Stock.

(vi) *Notices of Record Date.* In the event of any taking by the Corporation of a record of the holders of any class or series of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, the Corporation shall mail to each holder of Series A Preferred Stock at least 10 days prior to the record date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution.

(vii) *Fractional Shares.* No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall round down to the nearest whole number. If more than one share of Series A Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered.

(viii) *Reservation of Stock Issuable Upon Conversion.* The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, Two Million (2,000,000) shares of Common Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(ix) *Notices.* Any notice required by the provisions of this paragraph (g) to be given to the holders of shares of Series A Preferred Stock shall be deemed given (A) if deposited in the United States mail, postage prepaid, or (B) if given by any other reliable or generally accepted means (including by facsimile or by a nationally recognized overnight courier service), in each case addressed to each holder of record at his address (or facsimile number) appearing on the books of the Corporation.

(x) *No Dilution or Impairment.* The Corporation shall not amend its Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, without the approval of a majority of the then outstanding Series A Preferred Stock.

(h) No Re-issuance of Series A Preferred Stock. Any shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be canceled, retired and eliminated from the shares of Series A Preferred Stock that the Corporation shall be authorized to issue. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock of the Corporation and may be reissued as part of a new series of preferred stock subject to the conditions and restrictions on issuance set forth in the Articles of Incorporation or in any certificate of designations creating a series of preferred stock or any similar stock or as otherwise required by law.

(i) Severability. If any right, preference or limitation of the Series A Preferred Stock set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

The date of each amendment(s) adoption: September 2, 2015 if other than the date this document was signed.

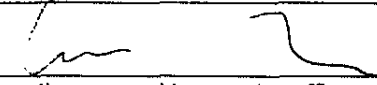
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 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 September 3, 2015

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)

Anthony Marotta

(Typed or printed name of person signing)

Director

(Title of person signing)