

PO2000009616

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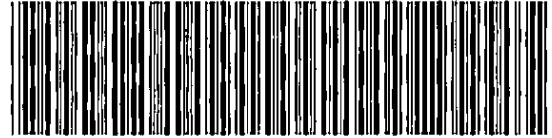
(Business Entity Name)

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DATE: 7/19/2021

NAME: INTERNATIONAL CONSOLIDATED COMPANIES, INC.

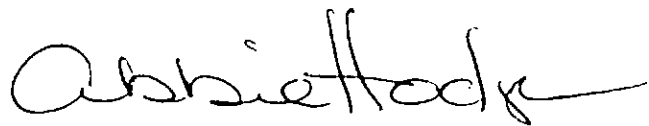
TYPE OF FILING: AMENDMENT

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: International Consolidated Companies, Inc.

DOCUMENT NUMBER: P02000009616

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

Please return all correspondence concerning this matter to the following:

Antonio Uccello

Name of Contact Person

International Consolidated Companies, Inc.

Firm/ Company

201 4th Street South Unit 410

Address

City/ State and Zip Code

St Petersburg, Florida 33701

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

For further information concerning this matter, please call:

Antonio Uccello

at (303)

941-9999

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

International Consolidated Companies, Inc.

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

P02000009616

(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.

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	DIR	Anthony J. Gallo	55 Cherry Lane Huntington, NY 11743
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	DIR	Eric Koenig	808 Maverick Mountain Trail Prescott, AZ 86303
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			

(Attach additional sheets, if necessary). (Be specific)

[illegible]

(if not applicable, indicate N/A)

July 19th 2021

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

Effective date if applicable: Immediately
(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)

Ma Ava July 19th, 2021
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)

Antonio Uccello

(Typed or printed name of person signing)

President / CEO/ Chairman of the Board

(Title of person signing)

INTERNATIONAL CONSOLIDATED COMPANIES, INC.
SERIES X PREFERRED STOCK

ARTICLE 1 Designation and Amount.

There is hereby authorized to be issued out of the authorized and unissued shares of preferred stock of the Corporation a class of preferred stock designated as the "Class X Preferred Stock" ("Class X Preferred Stock") and the number of shares constituting such class shall be 1,000,000.

ARTICLE 2 Voting Rights.

General. Notwithstanding anything to the contrary herein or in the Articles of Incorporation of the Company, except as provided below or otherwise expressly required by applicable law, the holders of Class X Preferred Stock shall not be entitled to vote. At any time when shares of Class X Preferred Stock are required to vote, the written consent or affirmative vote of the holders of at least 50% of the then outstanding shares of Class X Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, shall be binding on all Class X Preferred Stock holders. The holders of Class X Preferred Stock shall be entitled to vote on any proposed amendment to the Company's Articles of Incorporation if such amendment would:

2.1 Effect an exchange or reclassification of all or part of the Class X Preferred Stock into shares of another class;

2.2 Effect an exchange or reclassification, or create the right of exchange, of all or part of the shares of another class of the Company into shares of Class X Preferred Stock;

2.3 Adversely change the rights, preferences, or limitations of all or part of the shares of Class X Preferred Stock;

2.4 Change the shares of all or part of the Class X Preferred Stock into a different number of shares of Class X Preferred Stock;

2.5 Create a new class of shares having rights or preferences with respect to dissolution that are prior or superior to the shares of Class X Preferred Stock;

2.6 Increase the rights, preferences, or number of authorized shares of any class that, after giving effect to the amendment, have rights or preferences with respect to dissolution that are prior or superior to the shares of Class X Preferred Stock;

2.7 Limit or deny any existing preemptive right of all or part of the shares of the Class X Preferred Stock; or

2.8 Cancel or otherwise affect rights to distributions that have accumulated but not yet been authorized on all or part of the shares of the Class X Preferred Stock.

ARTICLE 3 Redemption and Liquidation Rights.

The Corporation shall have the right to redeem the Class B Preferred Stock at the price of \$150.00 per share, plus any unpaid dividends. All outstanding Shares will be redeemed no later than December 31, 2026.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to holders of senior capital stock, if any, the holders of Class B Preferred Stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of junior capital stock, including Common Stock, an amount equal to \$150.00 per share plus any unpaid dividends with respect to the Class B Preferred Stock. A consolidation or merger of the Corporation or the sale, lease or transfer by the Corporation of all or substantially all of its assets shall be deemed a liquidation, dissolution or winding up of the Corporation for purposes of this Section

ARTICLE 4 Conversion Rights

Each share of Class X Preferred Stock shall be convertible into shares of registered Common Stock determined by applying the then effective conversion rate, as adjusted, into the original issue price of the Class X Preferred Stock, at the option of the holder, at any time and from time to time. Holder shall effect conversions by providing the Corporation with a form of conversion notice. The initial conversion rate shall be 1-to-1.

ARTICLE 5 Dividend

The Corporation shall not declare, pay or set aside any dividends on the Series D Preferred Stock.

ARTICLE 6 Other Rights.

Except as otherwise stated herein, there are no other rights, privileges, or preferences

attendant or relating to in any way the Class X Preferred Stock, including by way of illustration but not limitation, those concerning dividend, ranking, conversion, other redemption, participation, or anti-dilution rights or preferences.

ARTICLE 7 Definitions.

As used in herein, the following terms shall have the following meanings (with terms defined in the singular having comparable meanings when used in the plural and vice versa), unless the context otherwise requires:

"Common Stock" means any and all shares of the Corporation's zero par value common stock.

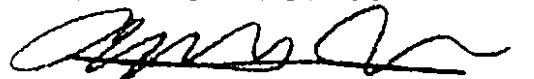
"Corporation" means International Consolidated Companies, Inc., a Florida corporation, and its successors.

"Class X Preferred Stock" has the meaning ascribed to it in Section I hereof.

"Holder" means a holder of a share or shares of Class X Preferred Stock as reflected in the stock records of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation of Series X Preferred Stock to be duly executed by its Chief Executive Officer and attested to by its Secretary this 19th day of July, 2021, who, by signing their names hereto, acknowledge that this Certificate of Designation is the act of the Corporation and state to the best of their knowledge, information and belief, under the penalties of perjury, that the above matters and facts are true in all material respects.

INTERNATIONAL CONSOLIDATED COMPANIES, INC.



Antonio Uccello, Chief Executive Officer