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*Amend.*

AUG 10 2018  
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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Cornerstone SMR, Inc.

DOCUMENT NUMBER: PO2000062191

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

Please return all correspondence concerning this matter to the following:

Henry Urick  
Name of Contact Person  
Cornerstone SMR, Inc  
Firm/ Company  
1001 West Cypress Creek Rd Suite 410  
Address  
Ft. Lauderdale, FL 33309  
City/ State and Zip Code  
warrenblanck@cornerstone smr.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Warren Blanck at ( 954 ) 295-9786  
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:

- |  |  |   |  |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

SECRETARY OF STATE  
TALLAHASSEE, FL 32301

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 10, 2018

HENRY URICK  
CORNERSTONE SMR, INC.  
1001 WEST CYPRESS CREEK RD., SUITE 410  
FORT LAUDERDALE, FL 33309

SUBJECT: CORNERSTONE SMR, INC.  
Ref. Number: P02000062191

We have received your document for CORNERSTONE SMR, 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):

The document is illegible and not acceptable for imaging.

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.

Diane Cushing  
Senior Section Administrator

Letter Number: 318A00009683

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CORNERSTONE SMR, INC.**

**CERTIFICATE OF DESIGNATION, PREFERENCES, AND RIGHTS OF  
CORNERSTONE PREFERRED SERIES 3 CONVERTIBLE PREFERRED STOCK**

The undersigned do hereby certify that, pursuant to the authority conferred upon the Board of Directors of Cornerstone SMR, Inc. (the "Corporation") a corporation organized and existing under the Florida Business Corporation Act, by Florida Statute 607.0821 and Florida Statute 607.0602 and pursuant to the written consent dated March 2, 2018 duly executed by all of the members of the Corporation's Board of Directors, adopting the resolutions providing for the issuance of up to 300,000 shares of the Corporation's authorized but unissued preferred stock, no par value, to be designated the Series 3 Convertible Preferred Stock (the "Preferred Stock"), and the Amendment of the Corporation's Articles of Incorporation to provide for the Preferred Stock, and there being no shareholder action required, "Article IV" of the Articles of Incorporation of this Corporation is amended to include the following:

Series 3 Convertible Preferred Stock

1. Designation and Number of Shares. There shall be a series of Preferred Stock that shall be designated as "Series 3 Convertible Preferred Stock," and the number of shares constituting such series shall be 300,000 shares. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series 3 Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation. The stated value shall be \$0.0001 per share ("Stated Value").
2. Ranking. The Series 3 Stock shall rank prior to all classes of the Corporation's Common Stock to the distribution of assets upon liquidation, dissolution or winding up of the Corporation.
3. Liquidation

If the Corporation shall be voluntarily or involuntarily liquidated, dissolved or wound up, at any time when any shares of Preferred Stock shall be outstanding, the holders of the then outstanding shares of Preferred Stock shall have a preference in distribution of the Corporation's property available for the distribution to the holders of any other class of capital stock of the Corporation, including but not limited to, the Common Stock. The amount of the preference shall be equal to the aggregate Stated Value of the Preferred Stock outstanding. If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Preferred Stock shall be insufficient to permit payment in full to the holders of the Series 3 Stock, then the entire assets and funds of the Corporation legally available for distribution to Preferred Holders then outstanding shall be distributed ratably among the Preferred Holders based upon the proportion the total amount distributable on each share upon Liquidation bears to the aggregate amount required to be distributed, but for the provisions of this sentence, on all shares of the Preferred Stock.

4. Series 3 Dividends. Holders of the Series 3 Stock shall not be entitled to the payment of a dividend.
5. Conversion Rights.
  - (a) Voluntary Conversion. Each holder of record of shares of Series 3 Stock may convert all or part of the Series 3 Stock into shares of Common Stock on a share for one and a half share basis.
  - (b) Automatic Conversion. There shall be no automatic conversion.
  - (c) Conversion Formula. Each holder of record of shares of the Series 3 Stock shall have the right to convert all or part of such holder's shares of Series 3 Stock such that each share of Series 3 Stock shall convert into one fully paid and non-assessable share of Common Stock. All Common Stock, which may be issued upon conversion of the Series 3 Stock, will, upon issuance, be duly issued, fully paid and non-assessable and free from all taxes, liens, and charges with respect to the issuance thereof.
  - (d) Mechanics of Voluntary Conversion. Before any holder of Series 3 Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series 3 Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, within five business days, issue and deliver at such office to such holder of Series 3 Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made, and such date is referred to herein as the "Voluntary Conversion Date."
6. Anti-Dilution Provisions. During the period in which any shares of Series 3 Stock remain outstanding, the Conversion Formula in effect at any time and the number and kind of securities issuable upon the conversion of the Series 3 Stock shall be subject to adjustment from time to time following the date of the original issuance of the Series 3 Stock upon the happening of certain events as follows:
  - (a) Consolidation, Merger or Sale. If any consolidation or merger of the Corporation with an unaffiliated third-party, or the sale, transfer or lease of all or substantially all of its assets to an unaffiliated third-party shall be effected in such a way that holders of shares of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for their shares of Common Stock, then provision shall be made, in accordance with this Section 6(a), whereby each holder of shares of Series 3 Stock shall thereafter have the right to receive such securities or assets as would have been issued or payable with respect to or in exchange for the shares of Common Stock into which the shares of Series 3 Stock held by such holder were convertible immediately prior to the closing of such

merger, sale, transfer or lease, as applicable. The Corporation will not effect any such consolidation, merger, sale, transfer or lease unless prior to the consummation thereof the successor entity (if other than the Corporation) resulting from such consolidation or merger or the entity purchasing or leasing such assets shall assume by written instrument (i) the obligation to deliver to the holders of Series 3 Stock such securities or assets as, in accordance with the foregoing provisions, such holders may be entitled, and (ii) all other obligations of the Corporation hereunder. The provisions of this Section 6(a) shall similarly apply to successive mergers, sales, transfers or leases. Unless otherwise provided herein, holders shall not be required to convert Series 3 stock pursuant to this Section 6(a).

- (b) Notice of Adjustment. Whenever the Conversion Formula is adjusted as herein provided, the Corporation shall promptly but no later than 10 days after any request for such an adjustment by the holder, cause a notice setting forth the adjusted Conversion Formula issuable upon exercise of each share of Series 3 Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to the holders at their last addresses appearing in the share register of the Corporation, and shall cause a certified copy thereof to be mailed to its transfer agent, if any. The Corporation may retain a firm of independent certified public accountants selected by the Board of Directors (who may be the regular accountants employed by the Corporation) to make any computation required by this Section 6, and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.

- 7. Voting Rights. Holders of Series 3 Stock shall be entitled to vote the shares of Series 3 Stock together with the Corporation's shares of Common Stock with each share of Series 3 Stock having 1.5 votes.

- 8. Redemption.

- (a) Optional Redemption. So long as there are funds legally available therefor, the Corporation, at the option of the Board of Directors, may redeem all but not less than all of the shares of Series 3 at the time outstanding, at any time prior to the Mandatory Redemption Date, upon notice as provided in this Section 8 at a price per share equal to the Stated Value plus any accrued and unpaid dividends.
- (b) Notice. Notice of any optional redemption of Series 3 stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of Series 3 stock at their respective last addresses appearing on the books of the Corporation. Such mailing shall be at least 10 days and not more than 60 days before the date fixed for repayment or redemption, as the case may be. Any notice mailed as provide in this Section 8(c) shall be conclusively presumed to have been duly given, whether or not the holder received such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series 3 stock shall not affect the validity of the proceedings for the redemption of any shares of Series 3.

- (c) Effectiveness of Redemption. If notice of redemption has been duly given if required by this Section 8 and if all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the benefit of the holders of Series 3 stock, so as to be and continue to be available therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares of Series 3 stock called for redemption shall cease to be outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except the right of the holders thereof to receive the amount payable on such redemption. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Corporation, after which time the holders of the shares so called for redemption shall look only to the Corporation for payment of the redemption price of such shares.
9. Reservation of Shares. The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series 3 Stock pursuant to the terms hereof, such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series 3 Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series 3 Stock, the Corporation shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.
10. Miscellaneous.
- (a) The shares of the Series 3 Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Resolution Designating Series 3 Stock and in the Amended Articles of Incorporation of the Corporation.
- (b) The holders of the Series 3 Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock.
- (c) Holders of fifty-one percent (51%) of the outstanding shares of Series 3 Stock may, voting as a single class, elect to waive any provision of this Resolution Designating Series 3 Stock, and the affirmative vote of such percentage with respect to any proposed waiver of any of the provisions contained herein shall bind all holders of Series 3 Stock.

The foregoing Amendment was adopted by the Board of Directors of the Corporation pursuant to the Florida Business Corporation Law. Therefore, the number of votes cast for the Amendment to the Corporation's Amended Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by its duly authorized officer.

Effective March 2, 2018.

CORNERSTONE SMR, INC.

By: Henry Ullrich  
Name: Henry Ullrich  
Its: President & CEO

Attested by:

[Signature]  
Name: Gregory E. Eaton  
Its: WITNESS