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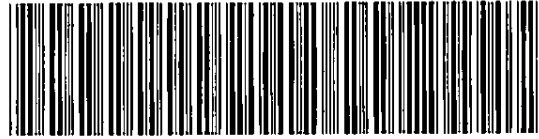
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**DATE: 12/13/2024**

**NAME: MOON EQUITY HOLDINGS CORP**

**TYPE OF FILING: AMENDMENT**

**COST: 35.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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ARTICLES OF AMENDMENT  
OF  
MOON EQUITY HOLDINGS CORP.

2024 DEC 13 AM 9:54

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, MOON EQUITY HOLDINGS CORP., a Florida corporation, adopts the following amendment to its Articles of Incorporation.

1. The name of the Corporation is Moon Equity Holdings Corp.
2. The Articles of Incorporation of the Corporation, shall be amended by adding the Designation of the Series C Preferred Stock, attached hereto.

The amendment to the Articles of Incorporation of Moon Equity Holdings Corp., a Florida corporation, set forth in paragraph 2 above was duly adopted by the Board of Directors of the corporation as of December 12, 2024, and shareholder approval was not required.

In witness whereof, the corporation, by and through its undersigned officer thereunto duly authorized, has executed these Articles of Amendment on December 12, 2024.

MOON EQUITY HOLDINGS CORP.

By: \_\_\_\_\_

Steven Marshall  
Chief Executive Officer

## CERTIFICATE OF DESIGNATION

### SERIES C PREFERRED STOCK

#### MOON EQUITY HOLDINGS CORP.

Pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of MOON EQUITY HOLDINGS CORP., a Florida Corporation (the "*Corporation*"), does hereby certify that pursuant to the authority conferred upon the Board of Directors of the Corporation (the "*Board*") the Board adopted the following resolution providing for the adoption of the Series C Preferred Stock as set forth in this Certificate of Designation, which resolution remains in full force and effect as of the date hereof.

2,302 (Two Thousand Three Hundred Two) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "*Series C Preferred Stock*" with the following rights, preferences, powers, privileges and restrictions, qualifications, and limitations.

#### 1. Dividends.

The holders of the Series C Preferred Stock shall be entitled to any dividend that is payable to the holders of the Corporation's Common Stock. The holders of the Series C Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series C Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series C Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series C Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend.

#### 2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Mandatory Conversion on Liquidation Events. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, each share of Series C Preferred Stock shall automatically be converted into shares of Common Stock at the then applicable conversion rate determined in accordance with Section 4.1.

#### 2.2 Deemed Liquidation Events.

2.2.1 Definition. Each of the following events shall be considered a "*Deemed Liquidation Event*":

- (a) a merger, consolidation or share exchange in which:
  - (i) the Corporation is a constituent party or
  - (ii) a subsidiary of the Corporation is a constituent party

And, in either case, the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting

corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

- (b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.2.2 Notice of Liquidating Event. Written notice of any Deemed Liquidating Event stating, as applicable, a payment date or Redemption Date, the place where such payment or redemption shall be made, the amount of each payment in liquidation or the Redemption Price and calling on such holder to surrender to the Corporation, in the manner and at the place designated, its certificate or certificates representing its shares of Series C Preferred Stock, shall be given not less than 10 days before the payment date or Redemption Date stated therein, to each holder of record of Series C Preferred Stock at such holder's address as shown in the records of the Corporation; provided, that, to the extent permitted hereunder, any holder of Series C Preferred Stock may convert its shares of Series C Preferred Stock to Common Stock during such period at any time before the close of business on the last full day preceding the payment date or Redemption Date stated in such notice.

2.2.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the fair market value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The fair market value of such property, rights or securities shall be determined in good faith by the Board.

2.2.4 Ranking. The Series C Preferred Stock shall rank junior to the Series B Preferred Stock in respect of dividend rights and rights on liquidation, winding-up, and dissolution of the Corporation. In any distribution of assets of the Corporation, whether in liquidation, dissolution, or winding-up or otherwise, payments shall be made first to the holders of Series B Preferred Stock according to their preferences and rights before any payments are made to the holders of Series C Preferred Stock.

### 3. Voting

3.1 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 Series C Preferred Stock shall not be entitled to vote. At any time when shares of Series C 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 Series C 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 Series C Preferred Stockholders. The holders of Series C Preferred Stock shall be entitled to vote on any proposed amendment to the Company's Articles of Incorporation if such amendment would:

3.1.1 Effect an exchange or reclassification of all or part of the Series C Preferred Stock into shares of another class;

3.1.2 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 Series C Preferred Stock;

3.1.3 Adversely change the rights, preferences, or limitations of all or part of the shares of Series C Preferred Stock;

3.1.4 Change the shares of all or part of the Series C Preferred Stock into a different number of shares of Series C Preferred Stock;

3.1.5 Create a new class of shares having rights or preferences with respect to dissolution that are prior or superior to the shares of Series C Preferred Stock;

3.1.6 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 Series C Preferred Stock;

3.1.7 Limit or deny any existing preemptive right of all or part of the shares of the Series C Preferred Stock; or

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

4. Conversion. The holders of the Series C Preferred Stock shall have conversion rights as follows (the "*Conversion Rights*"):

4.1 Right to Convert.

4.1.1 Conversion Ratio. Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into that number of fully paid and nonassessable shares of Common Stock (whether whole or fractional) equal to 0.089% of the total number of shares of Common Stock outstanding at the Conversion Time (defined below in Section 4.3.1).

4.1.2 Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series C Preferred Stock.

4.1.3 Limitation on Conversion. Notwithstanding anything to the contrary contained herein, a holder's right to exercise that holder's Conversion Rights shall be limited to the extent necessary to ensure that, following such exercise, the total number of shares of Common Stock then beneficially owned by such holder and its affiliates and any other persons whose beneficial ownership of Common Stock would be aggregated with such holder's for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "*1934 Act*"), does not exceed 4.99% of the total number of issued and outstanding shares of Common Stock (including for such purpose the shares of Common Stock issuable upon such conversion). For such purposes, beneficial ownership shall be determined in accordance with Section 13(d) of the 1934 Act and the rules and regulations promulgated thereunder. This provision may only be waived upon 61 days prior written notice.

4.2 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series C Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the

Corporation shall round the number of shares issued to the nearest whole number. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series C Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

#### 4.3 Mechanics of Conversion.

4.3.1 Notice of Conversion. In order for a holder of Series C Preferred Stock to voluntarily convert shares of Series C Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series C Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series C Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series C Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such certificates (or lost certificate affidavit and agreement) and notice shall be the time of conversion (the "Conversion Time"), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, (i) issue and deliver to such holder of Series C Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series C Preferred Stock represented by the surrendered certificate that were not converted into Common Stock and (ii) pay in cash such amount as provided in Subsection 4.2 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion.

4.3.2 Reservation of Shares. The Corporation shall at all times when the Series C Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series C Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series C Preferred 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 the Series C Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to the Articles of Incorporation. Before taking any action that would cause an adjustment reducing the Series C Original Issuance Price below the then par value of the shares of Common Stock issuable upon conversion of the Series C Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series C Initial Issue Price.

4.3.3 Effect of Conversion. All shares of Series C Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the

right of the holders thereof to receive shares of Common Stock in exchange therefor. Any shares of Series C Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Series C Preferred Stock accordingly.

4.3.4 No Further Adjustment. Upon any such conversion, no adjustment to the Series C Original Issue Price shall be made for any declared but unpaid dividends on the Series C Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

4.3.5 Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock on behalf of the Corporation upon conversion of shares of Series C Preferred Stock pursuant to this Section 4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series C Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

#### 4.4 Adjustments to Series C Preferred.

4.4.1 Adjustment for Reclassification, Exchange and Substitution. If the Common Stock issuable on the conversion of Series C Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than as provided for in Subsection 4.4.3), then and in each such event the holder of each share of Series C Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable on such reorganization, reclassification or other change, by holders of the number of shares of Common Stock into which such shares of Series C Preferred Stock might have been converted immediately before such reorganization, reclassification, or change.

4.4.2 Sales, Reorganizations, Mergers or Consolidations. In case of any consolidation or merger of the Corporation with or into another entity, the sale, transfer or other disposition of all or substantially all of the assets of the Corporation to another person or the sale, transfer or other disposition of securities of the Corporation representing 50% or more of the combined voting power of the then outstanding securities of the Corporation (other than a consolidation, merger or sale treated as a Deemed Liquidating Event pursuant to Section 2 above), each share of Series C Preferred Stock shall thereafter be convertible into the kind and amount of shares of stock or other securities or property that a holder of the number of shares of Common Stock of the Corporation deliverable on conversion of Series C Preferred Stock would have been entitled on such consolidation, merger or sale; and in such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions of Section 4 herein with respect to the rights and interest thereafter of the holders of Series C Preferred Stock, to the end that the provisions set forth in Section 4 herein shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other securities or property thereafter deliverable on the conversion of Series C Preferred Stock.

4.4.3 Certificate of Adjustment. On the occurrence of each adjustment or readjustment of the Series C Original Issue Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms thereof and prepare and furnish to each holder of Series C Preferred Stock affected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts on which such adjustment or readjustment is based. The Corporation shall, on the written notice at any time of any holder of Series C Preferred Stock, furnish or

cause to be furnished to such holder a like certificate setting forth (a) such adjustment or readjustment, (b) the Series C Issue Price at the time in effect, and (c) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received on the conversion of such holder's shares.

5. Exchange for Series B Preferred Stock. Upon shares of Series B Preferred being returned to the Corporation, not including shares that are returned for Conversion pursuant to Section 4, above, or acquired by the Company as set forth in Section 5 of the Designation of Series B Preferred Stock, holders of Series C Preferred Stock may elect to exchange such Series C Preferred Stock for shares of Series B Preferred Stock on a pro rata basis.

6. Acquired Shares. Any shares of Series C Preferred Stock that are acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred.

7. Preemptive Rights. Holders of Series C Preferred Stock shall not have preemptive rights to acquire shares of stock or securities convertible into shares of stock issued by the Corporation.

8. Waiver. Any of the rights, powers, preferences and other terms of the Series C Preferred Stock set forth herein may be waived on behalf of all holders of Series C Preferred Stock by the affirmative written consent or vote of the holders of more than 50% of the shares of Series C Preferred Stock then outstanding.

9. Notices. Any notice required to be given to a holder of shares of Series C Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation or given by electronic communication in compliance with the provisions of the Business Corporation Act and shall be deemed sent upon such mailing or electronic transmission.

**IN WITNESS WHEREOF**, the Company has caused this Certificate to be duly executed on its behalf by its undersigned Chief Executive Officer as of the date below

Date: December 12, 2024.

**MOON EQUITY HOLDINGS CORP.**

By: 

Steven Marshall  
CEO and Director