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COR AMND/RESTATE/CORRECT OR O/D RESIGN
RED DOT CHOCOLATES, INC.

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Electronic Filing Menu

Corporate Filing Menu

Help

**AMENDMENT (FIRST) TO THE
ARTICLES OF INCORPORATION
OF
RED DOT CHOCOLATES, INC.**

Red Dot Chocolates, Inc., a Florida corporation (the "**Corporation**"), by and through the undersigned, hereby adopts this Amendment (First) to the Articles of Incorporation of the Corporation as hereinafter set forth.

1. Pursuant to §§607.0704, 607.0821, 607.1003, and 607.1006, Florida Statutes, on July 11, 2024, the board of directors and shareholders of the Corporation unanimously adopted and approved this Amendment (First) to the Articles of Incorporation of the Corporation.
2. The Articles of Incorporation of the Corporation were originally filed on December 28, 2005.
3. The effective date of this Amendment (First) to the Articles of Incorporation shall be the filing date.
4. Article IV of the Articles of Incorporation is deleted and replaced with the following:

Article 4. Capital Stock.

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is: (A) ten thousand (10,000) shares of voting common stock, \$0.01 par value per share (the "**Voting Common Stock**"); and (B) two hundred (200) shares of non-voting common stock, \$0.0001 par value per share (the "**Non-Voting Common Stock**").

Section 2. Rights, Preferences, and Privileges Generally. Except for voting rights, as described in Section 3 of this Article 4, both the Voting Common Stock and the Non-Voting Common Stock shall have all of the rights, preferences, privileges, and restrictions as set forth in the succeeding provisions of this Article 4.

Section 3. Voting. The holders of the Voting Common Stock shall be entitled to vote upon all matters upon which shareholders have the right to vote and shall be entitled to one vote for each such share held by them, respectively. The holders of the Non-Common Stock shall not be entitled to vote, except as may be expressly required by the Florida Business Corporation Act for non-voting capital stock.

Section 4. Dividends. The holders of all series of the Common Stock shall be entitled to receive, pro-rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 5. All or any portion of the Common Stock may be issued in payment for real or personal property, past or future services, or any

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other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of such stock to be issued, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for the Common Stock, and their judgment of such value shall be conclusive.

5. Except as amended hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, this Amendment (First) to the Articles of Incorporation has been executed as of July 11, 2024.

Red Dot Chocolates, Inc..

By: CD Kirton
Cherie Diane Kirton, President

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