

P070000067539

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600363522396

04/13/21--01030--017 **43.75

FILED
2021 APR 13 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FL

A. Butler

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bell Buckle Holdings, Inc.
P07000067539
DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Kim Halvorson, CEO

_____	Name of Contact Person
c/o Triage Micro Cap	
_____	Firm/ Company
24 Priest Point Dr. NE	
_____	Address
Marysville, WA 98271	
_____	City/ State and Zip Code
kimshalvorson@gmail.com	
_____	E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kim Halvorson	360	631-6022
_____	at (_____)	_____
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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

FILED

2021 APR 13 PM 1:16

Bell Buckle Holdings, Inc.

SECRETARY OF STATE
TALLAHASSEE, FL

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

P07000067539

(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: _____, Florida _____
(City) (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) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	V	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	SV	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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			_____

E. If amending or adding additional Articles, enter change(s) here:

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

Article IV - Capital Stock is hereby amended to read in its entirety:

The Corporation is authorized to have Five Billion (5,000,000,000) shares of Common Stock, having a par value of \$.001 per share, One (1) share of Series A Voting Preferred, having a par value of \$100 per share and Ninety-Nine (99) shares of Series B Preferred, having a par value of \$1 per share.

The Designation, Preference and Rights of the Series A Voting Preferred and the Series B Preferred are set forth in the Addendum attached hereto.

All other statements, amendments and provisions related to Article IV - Capital Stock are hereby superseded by this Amendment.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: April 5, 2021 if other than the date this document was signed.

Effective date if applicable: April 5, 2021
(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)

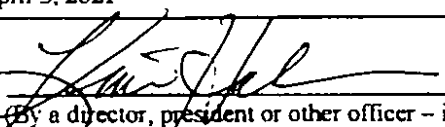
- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ 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 Board of Directors
(voting group)"

Dated April 5, 2021

Signature

 4-5-2021
(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)

Kim Halvorson

(Typed or printed name of person signing)

CEO

(Title of person signing)

ADDENDUM

CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES A PREFERRED SHARES OF BELL BUCKLE HOLDINGS, INC.

Pursuant to the Business Organizations Law of the State of Florida, Bell Buckle Holdings, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on April 5, 2021, pursuant to the authority vested in the Board of Directors by Article IV of the Articles of Incorporation of the Corporation which, as herein amended, creates and authorizes one (1) share of Series A Voting Preferred stock and ninety-nine (99) shares of Series B Preferred stock.

Resolved, that pursuant to the authority vested in the Board of Directors, two series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series A Voting Preferred" (such series being hereinafter called "Series A Preferred"), and "Series B Preferred" (such series being hereinafter called "Series B Preferred"). The preferences and relative, participating, optional or other special rights of the Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Articles of Incorporation which are applicable to shares of Preferred Stock, shall be as follows:

1. Number of Shares; Stated Value and Dividends. The Corporation hereby designates one (1) share of the authorized shares of preferred stock as Series A Voting Preferred, and ninety-nine (99) shares of the authorized shares of preferred stock as Series B Preferred. The Series A Voting Preferred shall have a par value of \$100 per share. The Series B Preferred shall have a par value of \$1 per share. The holder of the Preferred Stock shall be entitled to receive dividends, as determined from time to time by the Board of Directors

2. Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of the Series B Preferred may at his or her sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to fifty-one percent (51%) of the assets of the Corporation. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of

related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

3. Redemption. The Preferred Stock (both Series A Voting Preferred and Series B Preferred) is not redeemable without the prior written consent of the holder(s) of such Preferred Stock.

4. Conversion. The Series A Voting Preferred shall hold no conversion rights. Each share of Series B Preferred shares shall be convertible, at the sole option of the holder of such Series B Preferred shares, at any time after the date of issuance of such shares at the office of this Corporation into ten million (10,000,000) shares of Common Stock of the Corporation.

5. Voting Rights. The holder of the share of Series A Preferred Stock shall have the following voting rights:

(a) The holder of the share of Series A Voting Preferred share shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the Series A Voting Preferred shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Series A Voting Preferred to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the Series A Voting Preferred share shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

(c) Without the written consent of the holder of the Series A Voting Preferred share at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Voting Preferred share.

(d) The Series B Preferred shares shall have no voting rights until converted into Common Stock shares, at which time the holder(s) of such Common Stock shall be entitled to vote in a manner and number consistent with all other holders of the Common Stock of the Corporation.

6. Status of Redeemed Stock. In the event the share(s) of the Preferred Stock shall be redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the share(s) shall be cancelled and returned to the status of authorized but unissued shares of Preferred Stock.

7. Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the shares of Preferred Stock.

**AMENDMENT TO ARTICLES OF INCORPORATION.
OF BELL BUCKLE HOLDINGS, INC.**

ARTICLE IV AUTHORIZED STOCK

1. Bell Buckle Holdings, Inc. (the "Corporation") is hereby authorized to issue two classes Preferred Stock.
2. The number of shares of Preferred Stock that the Corporation is authorized to have outstanding at any one time is one (1) share of Series A Voting Preferred stock and ninety-nine (99) shares of Series B Preferred stock . The preferred shares shall be known as Series A Voting Preferred and Series B Preferred. Series A Voting Preferred shares shall have a par value of \$100 per share and Series B Preferred shall have a par value of \$1 per share.
3. Subject to the requirements of Chapter 607 of the laws of the State of Florida, the Board of Directors is authorized and empowered to issue shares of Preferred Stock in one or more series and with such designations, preferences and limitations as the Board of Directors, in its business judgment, determines is in the best interest of the corporation.

CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES A
PREFERRED SHARES OF BELL BUCKLE HOLDINGS, INC.

Pursuant to the Business Organizations Law of the State of Florida, Bell Buckle Holdings, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on April 5, 2021, pursuant to the authority vested in the Board of Directors by Article IV of the Articles of Incorporation of the Corporation which, as herein amended, creates and authorizes one (1) share of Series A Voting Preferred stock and ninety-nine (99) shares of Series B Preferred stock.

Resolved, that pursuant to the authority vested in the Board of Directors, two series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series A Voting Preferred" (such series being hereinafter called "Series A Preferred"), and "Series B Preferred" (such series being hereinafter called "Series B Preferred"). The preferences and relative, participating, optional or other special rights of the Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Articles of Incorporation which are applicable to shares of Preferred Stock, shall be as follows:

1. Number of Shares; Stated Value and Dividends. The Corporation hereby designates one (1) share of the authorized shares of preferred stock as Series A Voting Preferred, and ninety-nine (99) shares of the authorized shares of preferred stock as Series B Preferred. The Series A Voting Preferred shall have a par value of \$100 per share. The Series B Preferred shall have a par value of \$1 per share. The holder of the Preferred Stock shall be entitled to receive dividends, as determined from time to time by the Board of Directors
2. Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of the Series B Preferred may at his or her sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to fifty-one percent (51%) of the assets of the Corporation. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include,

(i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

3. Redemption. The Preferred Stock (both Series A Voting Preferred and Series B Preferred) is not redeemable without the prior written consent of the holder(s) of such Preferred Stock.

4. Conversion. The Series A Voting Preferred shall hold no conversion rights. Each share of Series B Preferred shares shall be convertible, at the sole option of the holder of such Series B Preferred shares, at any time after the date of issuance of such shares at the office of this Corporation into ten million (10,000,000) shares of Common Stock of the Corporation.

5. Voting Rights. The holder of the share of Series A Preferred Stock shall have the following voting rights:

(a) The holder of the share of Series A Voting Preferred share shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the Series A Voting Preferred shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Series A Voting Preferred to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the Series A Voting Preferred share shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

(c) Without the written consent of the holder of the Series A Voting Preferred share at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend,

alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Voting Preferred share.

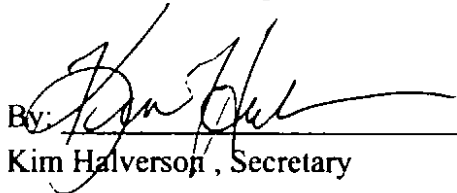
(d) The Series B Preferred shares shall have no voting rights until converted into Common Stock shares, at which time the holder(s) of such Common Stock shall be entitled to vote in a manner and number consistent with all other holders of the Common Stock of the Corporation.

6. Status of Redeemed Stock. In the event the share(s) of the Preferred Stock shall be redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the share(s) shall be cancelled and returned to the status of authorized but unissued shares of Preferred Stock.

7. Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the shares of Preferred Stock.

IN WITNESS WHEREOF, Bell Buckle Holdings, Inc. has caused this Certificate of Designation to be signed by Kim Halverson, its Secretary, this 5th day of April, 2021.

Bell Buckle Holdings, Inc.

By:  4-5-2021

Kim Halverson, Secretary