

P07000067539

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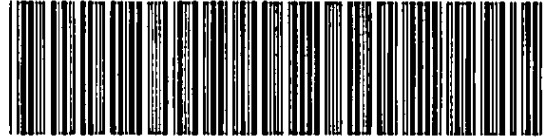
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SECRETARY OF STATE
OFFICE OF CORPORATIONS
2022 AUG -5 AM 11:33

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bell Buckle Holdings, Inc.

DOCUMENT NUMBER: P07000067539

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

Please return all correspondence concerning this matter to the following:

Robert Clegg

Name of Contact Person

Bell Buckle Holdings, Inc.

Firm/ Company

5660 Strand Ct. #107

Address

Naples, Florida 34110

City/ State and Zip Code

ceo@bellbuckleholdings.com

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

For further information concerning this matter, please call:

Robert Clegg

at (925)

783-5693

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

Bell Buckle Holdings, Inc.

(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:

N/A

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**)

N/A

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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 N/A

(Florida street address)

New Registered Office Address: N/A, 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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	N/A	_____
<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 as follows:

The number of shares of Preferred Stock that the Corporation is authorized to have outstanding is hereby increased to include three hundred (300) shares of Series C Preferred stock. The preferred shares shall be known as Series C Preferred.

Series C Preferred shares shall have a par value of \$1 per share.

The terms and conditions of the Series C Preferred stock are set forth below in the Certificate of Designation, Preference and Rights of Series C Preferred Shares of Bell Buckle Holdings, Inc.

All other provisions of Article IV - Capital Stock, as amended, remain in full force and effect.

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)

N/A

June 16, 2022

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

June 16, 2022

Effective date if applicable: _____
(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 Action by Board of Directors _____"
(voting group)

June 16, 2022
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)

Robert Clegg

(Typed or printed name of person signing)

CEO

(Title of person signing)

CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES C
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 June 16, 2022, 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 three hundred (300) shares of Series C Preferred stock.

Resolved, that pursuant to the authority vested in the Board of Directors, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series C Preferred" (such series being hereinafter called "Series C 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 three hundred (300) shares of the authorized shares of preferred stock as Series C Preferred. The Series C 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 C 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 twenty percent (20%) of the assets of the Corporation. Upon the completion of this distribution and any other distribution that may be required with respect to any 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 Series B Preferred is not redeemable without the prior written consent of the holder(s) of such Preferred Stock.

4. Conversion. Each share of Series C Preferred shares shall be convertible, at the sole option of the holder of such Series C Preferred shares, at any time after the date of issuance of such shares at the office of this Corporation into such number of shares as determined in accordance with the following provisions:

(a) If, at the time of conversion, the Market Price of the Corporation's common stock is \$.01 or higher, then each share of Series C Preferred may be converted into One Million (1,000,000) shares of the Corporation's common stock.

(b) If, at the time of conversion, the Market Price of the Corporation's common stock is less than \$.01, then each share of Series C Preferred may be converted into such number of common shares as is indicated by the following formula:

$$1,000,000 \text{ multiplied by: } (\# \text{ of Series C Preferred shares converted}) \times (.01/\text{Market Price})$$

(c) "Market Price" shall mean the average closing per share price of the Company's common stock in the period of the last thirty (30) trading days ending one day prior to the date of the conversion.

5. Voting Rights. The holder of the share of Series C Preferred Stock shall have no voting rights.

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 canceled and returned to the status of authorized but unissued shares of Preferred Stock.

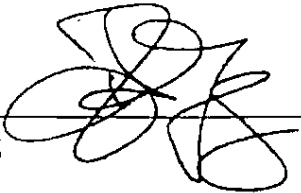
7. Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the shares of Preferred Stock.

IN WITNESS WHEREOF, Bell Buckle Holdings, Inc. has caused this Certificate of Designation to be signed by Robert Clegg, CEO & Sole Board Member, this 16th day of June, 2022.

Bell Buckle Holdings, Inc.

By: _____

Robert Clegg

A handwritten signature in black ink, appearing to be 'RC', is written over a horizontal line. The signature is stylized and cursive.