

07000696562

(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:

Hamon
Francis Fittan
gave permission to
Add Art. ~~IV~~
to filing.

Office Use Only



300315287373

07/02/18--01018--016 **46.75

FILED
18 JUL 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
7/23/18
DC

DC
07/20/18



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 10, 2018

~~HAMON FRANCIS FYTTON
601 21ST STREET
SUITE 300
VERO BEACH, FL 32960~~

SUBJECT: GOLD ENTERTAINMENT GROUP, INC.
Ref. Number: P07000096562

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Only one document can be filed. Please list all changes in either the Articles of Amendment or Amended and Restated Articles. If you choose to file Amended and Restated Articles of Incorporation, please also provide the certificate of adoption mentioned below.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 918A00014183

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GOLD ENTERTAINMENT GROUP, INC.

DOCUMENT NUMBER: P07000096562

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

Please return all correspondence concerning this matter to the following:

| | |
|----------------------------------|--------------------------|
| <u>HAMON FRANCIS FYTTON</u> | _____ |
| | Name of Contact Person |
| <u>601 21ST STREET SUITE 300</u> | _____ |
| | Firm/ Company |
| <u>VERO BEACH, FL 32960 US</u> | _____ |
| | Address |
| | City/ State and Zip Code |
| | <u>429 W. Plumb Lane</u> |
| | <u>RENO, NV 89509</u> |
| | <u>c/o Schiemann CPA</u> |

INFO@GOLDENTERTAINMENT.COM

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

For further information concerning this matter, please call:

| | | |
|-----------------------------|--------------------------------------|-----------------|
| <u>HAMON FRANCIS FYTTON</u> | <u>561</u> | <u>210-7553</u> |
| | 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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

GOLD ENTERTAINMENT GROUP, INC.

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

P07000096562

(Document Number of Corporation (if known))

FILED
19 JUL 20 14:10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**)

429 W. Plumb Lane

RENO, NV 89509

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

429 W. Plumb Lane

RENO, NV 89509

c/o Schiemann CPA

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:

(City)

Florida

(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

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:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

| Type of Action (Check One) | Title | Name | Address |
|---|-------|----------------------|-------------------------|
| 1) <input checked="" type="checkbox"/> Change | D | Hamon Francis Fytton | 429 W. Plumb Lane, Reno |
| <input type="checkbox"/> Add | | | NV 89509 |
| <input type="checkbox"/> Remove | | | |
| 2) <input type="checkbox"/> Change | PSD | Robert Schlegel | 429 W. Plumb Lane, Reno |
| <input checked="" type="checkbox"/> Add | | | NV 89509 |
| <input type="checkbox"/> Remove | | | |
| 3) <input type="checkbox"/> Change | D | James Kander | 429 W. Plumb Lane, Reno |
| <input checked="" type="checkbox"/> Add | | | NV 89509 |
| <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 shall be amended, allowing for the addition and designation of a new class

of Series B Preferred Stock. The amendment allows for the Issuance of a maximum of seventy-five thousand (75,000)

Series B Preferred Shares at a \$1.00 par value.

The attached information is being added to Article IV of the Articles of Incorporation.

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

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

21 JUNE 2018

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 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 _____
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

21 JUNE 2018

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)

Hamon Francis Fytton

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have the authority to issue shall consist of 50,000,000 shares of Common Stock having a \$0.001 par value, and 5,000,000 shares of Preferred Stock having a \$0.001 par value. The Common Stock and/or Preferred Stock of the Corporation may be issued from time to time without prior approval by the stockholders. The Common and/or Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue such shares of Common and/or Preferred Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions.

Series B Preferred Stock

1. **Designation and Number of Shares.** There shall be a series of Preferred Stock that shall be designated as "Series B Preferred Stock," and the allowed number of shares constituting such series shall be a maximum of seventy-five thousand (75,000) shares at a \$1.00 par value. 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 B Preferred 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.

2. **Ranking.** The Series B Preferred Stock shall rank on parity with the Corporation's Common Stock and any class or series of capital stock of the Corporation hereafter created (the "**Parity Securities**"), in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation.
3. **Liquidation.** Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("**Liquidation**"), the holders of record of the shares of the Series B Preferred Stock shall be entitled to receive assets and funds on parity with the Parity Securities. If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Series B Preferred Stock and any Parity Securities shall be insufficient to permit payment in full to the holders of the Series B Preferred Stock and Parity Securities, then the entire assets and funds of the Corporation legally available for distribution to such holders and the holders of the Parity Securities then outstanding shall be distributed ratably among the holders of the Series B Preferred Stock and Parity Securities 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 Series B Preferred Stock and of such Parity Securities, if any.
4. **Dividends.** None.
5. **Conversion Rights.**

- (a) **Conversion.** At any time, or until revised, each share of the Series B Preferred Stock shall convert into the Common Stock of the Corporation's common stock on a fully diluted basis at the time of conversion according to the following formula (the "**Conversion Formula**") as of the conversion date.

Each Series B Preferred Shares shall be Convertible into the same dollar value of common shares, rounded up to nearest whole share, at a price calculated to be 50% of the ten-day (10 day) average trading price prior to conversion. Example: The ten-day (10 day) average trading price is \$1.30 and all 75,000 Series B Preferred Shares are being converted. The conversion formula is $(75,000.00 / 1.30) \times 2 = 115,385$ common shares.

These converted shares shall be issued in the name of the Series B Preferred Stock Holder or their appointees. The conversion shall take place at the sole discretion of the Holder of the Series B Preferred Stock. The Series B Preferred Stock, and the resulting Common Shares following Conversion, shall be included in the Company's next registration statement (aka SEC Registration) following the date of acceptance of this amendment by the State of Florida.

- (b) **Mechanics of Conversion.**
 - (1) Holders of Series B Preferred Stock shall only be entitled to convert the shares of Series B Preferred Stock into shares of Common Stock upon the approval of holders, and shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock, 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 ten (10) business days, issue and deliver at such office to the holders of Series B Preferred 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. If any holder fails to surrender the certificate, the holder's Series B Preferred Stock shall automatically convert and shares of Common Stock will be issued in the holder's name.

- (ii) All Common Stock, which may be issued upon conversion of the Series B Preferred 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.
- 6. **Anti-Dilution Provisions.** During the period in which any shares of Series B Preferred 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 B Preferred Stock shall be subject to adjustment from time to time following the date of the original issuance of the Series B Preferred 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 B Preferred 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 B Preferred 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 B Preferred Stock such securities or assets as, in accordance with the foregoing provisions, such holders may be entitled to purchase, 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. Holders shall not be required to convert Series B 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 B Preferred 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.** The Shares of Series B Preferred Stock shall have no voting rights until converted into the Corporation's Common Stock, except as otherwise required by law. The number of votes for the Series B Preferred Stock upon conversion, shall be the same number as the amount of shares of Common Stock that would be issued upon conversion of the Series B Preferred Stock pursuant to the Conversion Formula.
- 8. **Redemption.** Neither the Corporation nor the holders of the Series B Preferred Stock shall have any right at any time to require the redemption of any of the shares of Series B Preferred Stock, except upon and by reason of any liquidation, dissolution or winding-up of the Corporation, as and to the extent herein provided.
- 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 B Preferred 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 B Preferred 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 B Preferred 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 B Preferred Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth herein.
- (b) The holders of the Series B Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock.
- (c) The Holders of fifty-one percent (51%) of the outstanding shares of Series B Preferred Stock may, voting as a single class, elect to waive any provision of this Resolution Designating Series B Preferred 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 B Preferred Stock.