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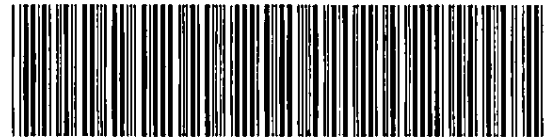
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Amend

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TALLAHASSEE, FLORIDA

A. RAMSEY
SEP 16 2024

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 08/30/2024

NAME: CURATIVE BIOTECHNOLOGY INC.

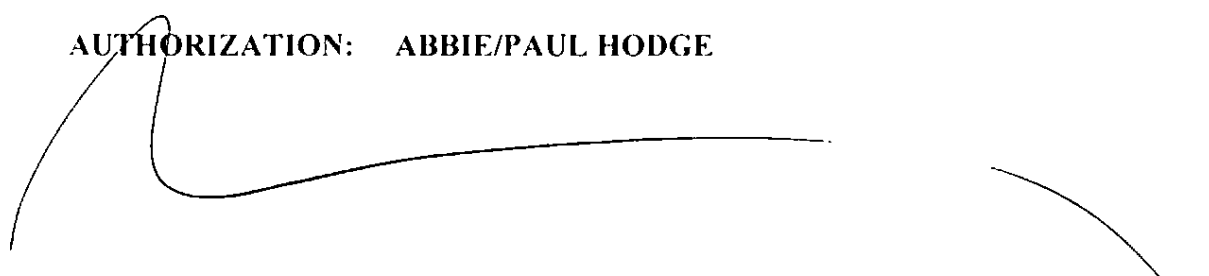
TYPE OF FILING: AMENDMENT

COST: 35.00

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Curative Biotechnology Inc.

DOCUMENT NUMBER: P07000118707

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

Please return all correspondence concerning this matter to the following:

Jonathan Leinwand
Name of Contact Person
Jonathan D. Leinwand, P.A.
Firm/ Company
18305 Biscayne Blvd., Suite 200
Address
Aventura, FL 33160
City/ State and Zip Code
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan Leinwand at (954) 9037856
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 3, 2024

FLORIDA FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL 32302

SUBJECT: CURATIVE BIOTECHNOLOGY, INC.
Ref. Number: P07000118707

We have received your document for CURATIVE BIOTECHNOLOGY, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(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.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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.

Annette Ramsey
OPS

Letter Number: 424A00019645

2024 SEP 13 PM 1:50

*Please Keep original filing date
Thank you!*

www.sunbiz.org

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Curative Biotechnology Inc.

DOCUMENT NUMBER: P07000118707

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Jonathan Leinwand
Name of Contact Person
Jonathan D. Leinwand, P.A.
Firm/ Company
18305 Biscayne Blvd., Suite 200
Address
Aventura, FL 33160
City/ State and Zip Code

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

For further information concerning this matter, please call:

Jonathan Leinwand at (954) 9037856
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)
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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

FILED

ARTICLES OF AMENDMENT
OF
CURATIVE BIOTECHNOLOGY INC.

2024 AUG 30 AM 11: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, Curative Biotechnology, Inc., a Florida corporation, adopts the following amendment to its Articles of Incorporation.

1. The name of the Corporation is Curative Biotechnology, Inc.
2. The Corporation was originally formed in the State of Florida effective October 30, 2007.
3. After the filing and effectiveness pursuant to the Florida Business Corporations Act of these Articles of Amendment to the Articles of Incorporation of the Corporation, (the "**Effective Time**"), Article V shall be replaced in its entirety as follows

ARTICLE V
SERIES A PREFERRED STOCK

5.1 Designation of Series A Preferred Stock. The designation of the series of preferred stock created hereby shall be "Series A Preferred Stock" (the "**Series A Preferred Stock**") and the number of shares constituting the Series A Preferred Stock shall be One Million shares (1,000,000), with a par value of \$.0001 per share. Such number of shares may from time to time be decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by the Board of Directors (or a duly authorized committee of the Board of Directors) by a certificate executed, acknowledged and filed with the Secretary of State of the State of Florida setting forth a statement that a specified decrease therein has been authorized and directed by a resolution duly adopted by the Board of Directors (or a duly authorized committee of the Board of Directors). In case the number of authorized shares of the Series A Preferred Stock shall be so decreased, the number of shares so specified in the certificate shall resume the status of authorized but unissued shares of preferred stock, undesignated as to series. Shares of Series A Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be cancelled and shall revert to authorized but unissued shares of preferred stock, undesignated as to series.

5.2 Dividends on Series A Preferred Stock. The holders of the Series A Preferred Stock shall not be entitled to receive dividends on account of their Series A Preferred Stock.

5.3 Liquidation Preference of Series A Preferred Stock. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive, prior to the holders of any Series A Junior Stock (defined below) and/or Series A Parity Stock (defined below) and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their

ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series A Preferred Stock.

5.4 Conversion of Series A Preferred Stock. The Series A Preferred Stock shall be convertible into shares of Common Stock as follows:

(a) **Conversion Price.** The Conversion price for the Series A Preferred Stock shall be equal to \$0.0025 per share (the "Conversion Price").

(b) **Voluntary Conversion.** Each share of Series A Preferred Stock shall be convertible in whole or in part, at the option of the holder thereof at anytime, into that number of fully paid and non-assessable shares of Common Stock as may be purchased for the Conversion Price based on the aggregate purchase price paid for the shares of Series A Preferred Stock (the "Series A Conversion Right"). The Series A Conversion Right shall be exercised by a holder submitting written notice to the Corporation informing the Corporation of his/her/its intent to exercise its Series A Conversion Right, specifying the date for such conversion (the "Series A Conversion Date") and identifying which shares of Series A Preferred Stock such holder has elected to be converted into Common Stock in accordance with the Series A Conversion Right (the "Series A Conversion Notice"). Within ten (10) days of the Corporation's receipt of the Series A Conversion Notice, the Corporation shall be required to provide the respective Series A Preferred Stock holder with written notice setting forth the applicable Series A Conversion Price calculated as of the Series A Conversion Date, including back up calculations therefor, and the number of shares of Common Stock into which the shares of Series A Preferred Stock are being converted. In order to convert the shares of Series A Preferred Stock identified in the Series A Conversion Notice into shares of Common Stock, a holder of Series A Preferred Stock shall be required to surrender at the office of any transfer agent for the Corporation (or to the office of the Corporation if there is no transfer agent), all certificates representing the shares of Series A Preferred Stock elected to be converted, duly endorsed to the Corporation or in blank or marked for cancellation within thirty (30) days of the Series A Conversion Date; *provided that* in the event any holder of Series A Preferred Stock fails to surrender his/her/its certificate(s) representing the shares of Series A Preferred Stock to be converted, the Corporation shall be authorized in all respect to cancel such shares on the books of the Corporation and the transfer agent and to effectuate the conversion of such shares of Series A Preferred Stock into Common Stock; *provided, further,* that the Corporation shall not be required to deliver the stock certificates representing such shares of Common Stock to their respective holder(s) until such time as the stock certificates representing the Series A Preferred Stock so converted are received by the Corporation or its transfer agent duly endorsed to the Corporation or in blank or marked for cancellation. Shares of the Series A Preferred Stock shall be deemed to have been converted as of the close of business on the Series A Conversion Date, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time.

(c) **Mandatory Conversion.**

(i) Fundamental Change. Each of the following events shall be considered a "Fundamental Change" unless the holders of a majority in interest of the outstanding shares of Series A Preferred Stock elect otherwise by written notice sent to the Corporation at least three (3) days prior to the effective date of any such event:

1 a merger, consolidation or share exchange in which:

A the Corporation is a constituent party or

B a subsidiary of the Corporation is a constituent party and 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

2 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.

(ii) In the event of a Fundamental Change as described in Section 5.4(c)(i), a Mandatory Conversion shall occur such that any holder of Series A Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him/her/it upon such Mandatory Conversion of his/her/its Series A Preferred Stock, the same kind and amount

of securities as may be distributable upon such consolidation or merger with respect to the Common Stock such holder would have otherwise received.

(iii) In the event of a Fundamental Change as described in Section 5.4(c)(i)2, the Total Series A Shares will automatically convert into shares of Common Stock at the Conversion Rate.

(d) Additional Provisions Applicable to All Conversions. Any conversion of Series A Preferred Stock into Common Stock pursuant to this Section 5.4 shall be subject to the following additional terms and provisions:

(i) The Corporation shall not be required to issue any fractions of shares of the Common Stock upon conversion of the Series A Preferred Stock into Common Stock.

(ii) In the event that the Corporation shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the Conversion Price of the Series A Preferred Stock shall be adjusted accordingly.

(iii) The holder of Series A Preferred Stock will not receive a distribution in the event that the Corporation shall at any time pay to the holders of its Common Stock a dividend in Common Stock or otherwise makes a distribution on the Common Stock until such a time when the Series A Preferred Stock have been converted into Common Stock.

(iv) As promptly as practicable after any conversion, the Corporation shall issue and deliver at said offices a certificate(s) for the number of full shares of the Common Stock issuable upon any such conversion, to the person(s) entitled to receive the same. The Corporation shall issue the certificate(s) for Common Stock in the name(s) so designated with such legends affixed or restrictions imposed as required by federal, state or jurisdictional securities laws as determined by legal counsel for the Corporation; *provided* that the Corporation is not advised by its counsel that the issuance of such certificate(s) would be in violation of federal, state or jurisdictional securities law.

(v) The issuance of certificates for shares of Common Stock upon conversion of any shares of the Series A Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series A Preferred Stock so converted, the person or persons requesting, the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

5.5 **Redemption of Series A Preferred Stock.** Subject at all times to the Series A Conversion Right set forth in Section 5.4(b), the issued and outstanding shares of Series A Preferred Stock shall be redeemable, in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time and at any time, commencing any time after the date of issuance of the Series A Preferred Stock as follows:

(a) **Redemption Price.** The redemption price per share of Series A Preferred Stock shall be equal to the greater of: (i) one hundred and twenty five percent (125%) of the purchase price paid for such share or (ii) the book value for such share as determined by an independent auditing firm (the "Series A Redemption Price").

(b) **Notice of Redemption.** The Corporation shall give notice of redemption (the "Series A Redemption Notice") not less than twenty (20) nor more than sixty (60) calendar days prior to the date fixed for redemption of the Series A Preferred Stock or any part thereof (the "Series A Redemption Date"). Such Series A Redemption Notice shall specify the Series A Redemption Date along with the time and place for redemption, and shall be given by mail to each holder of record of shares of Series A Preferred Stock chosen for redemption at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located. Any Series A Redemption Notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder received the Series A Redemption Notice.

(c) **Termination of Rights.** Upon the Series A Redemption Date, or upon such earlier date as the Board of Directors shall designate for payment of the Series A Redemption Price (unless the Corporation shall default in the payment of the Series A Redemption Price as set forth in the Series A Redemption Notice), the holders of shares of Series A Preferred Stock selected for redemption to whom notice has been duly given and that have not converted as provided in Section 5.4(b) shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the moneys payable upon such redemption from the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

5.6 **Ranking of Series A Preferred Stock.** The Corporation may at any time create, authorize or issue, without the consent of any of the holders of the Series A Preferred Stock, other classes or series of Series A Junior Stock or Series A Parity Stock.

5.7 **General Voting Rights of Series A Preferred Stock.** Except as otherwise required by law, each holder of record of the Series A Preferred Stock shall be entitled to notice of any and all meetings of the shareholders of the

Corporation and shall be entitled to one (1) vote for each full share of Common Stock into which each share of Series A Preferred Stock registered in his/her/its name on the books of the Corporation would be convertible on the record date for any matter submitted to the shareholders of the Corporation for a vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

5.8 Amendments to Series A Designation.

(a) General. The designation of the Series A Preferred Stock contained in this Article V may be amended only upon both (i) the affirmative vote of not less than a majority of the holders of the shares of Series A Preferred Stock outstanding at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

(b) Changes for Clarification. Without the consent of the holders of the Series A Preferred Stock, so long as such action does not adversely affect the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole, the Corporation may amend, alter, supplement or repeal any terms of the Series A Preferred Stock:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in these Fourth Restated Articles that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Series A Preferred Stock that is not inconsistent with the provisions of these Fourth Restated Articles.

5.9 Certain Definitions. For purposes of these Fourth Restated Articles, the following definitions shall apply:

"Series A Junior Stock" means the Common Stock and any other class or series of stock of the Corporation hereafter authorized over which the Series A Preferred Stock has preference or priority either or both as to the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

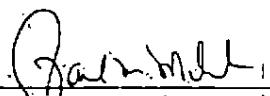
"Series A Parity Stock" means the Series B Preferred Stock and any class or series of stock of the Corporation hereafter authorized ranking equally with the Series A Preferred Stock as to both the payment of dividends and the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

4. The amendment to the Articles of Incorporation of Curative Biotechnology, Inc., a Florida corporation, set forth in paragraph 2 above was duly adopted by the Board of Directors of the corporation as of May 22, 2024. Shareholder approval was not required.

The amendment was duly adopted by the Board of Directors pursuant to their power to amend the designation of the preferred stock of the Corporation per the Articles and Florida Statute § 607.0602. The number of votes cast for the amendment by the Board was sufficient for approval. 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 May 22, 2024.

CURATIVE BIOTECHNOLOGY, INC.

By: 
Paul Michaels
Chief Executive Officer