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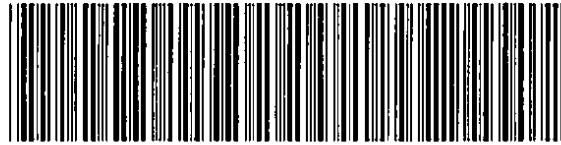
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INC AMEND

LIGHTING PARTNERS JAX, INC.

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

Articles of Amendment
to
Articles of Incorporation
of

Lighting Partners Jax, Inc.

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

P08000017665

(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) (c), F.S.

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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 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			_____
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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			_____

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

[illegible]

(if not applicable, indicate N/A)

[illegible]

The date of each amendment(s) adoption: December 1, 2022, if other than the date this document was signed.

Effective date if applicable: December 1, 2022
(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 _____."
(voting group)

Dated December 1, 2022

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)

John Mandelker
(Typed or printed name of person signing)

Chairman
(Title of person signing)

EXHIBIT A

Articles of Amendment to Articles of Incorporation of Lighting Partners Jax, Inc.

Article IV

Classes of Stock

The corporation shall have two (2) classes of stock, consisting of Common Stock and Preferred Stock. All shares of common stock of the corporation issued and outstanding as of the date of filing of these Articles of Amendment shall continue to be Common Stock of the corporation, with all rights and attributes appurtenant to Common Stock herein.

Authorized Shares

The aggregate number of shares the corporation shall have the authority to issue is 31,500,000 shares, consisting of the following:

1,500,000 shares of Common Stock

30,000,000 shares of Preferred Stock

Dividends

1. First, the holders of shares of Preferred Stock shall be entitled to receive, when and as declared by the board of directors out of funds legally available for such purpose, prior to any holders of Common Stock receiving any dividends, cash or in-kind dividends in amounts equal to fourteen percent (14%) of the original issuance price per share paid by the holders of Preferred Stock per annum ("Preferred Priority Return Dividends"). Preferred Priority Return Dividends shall be cumulative and shall accrue, whether or not declared, until paid from and after the date of issuance of the Preferred Stock. The board of directors may declare any such Preferred Priority Return Dividends to be paid in kind.

2. Second, if and only after all Preferred Priority Return Dividends have been paid in full in cash to the holders of shares of Preferred Stock, the holders of shares of Preferred Stock shall be entitled to receive, when and as declared by the board of directors out of funds legally available for such purpose, prior to any holders of Common Stock receiving any dividends, cash dividends in amounts necessary to return the original issuance price per share paid by the holders of Preferred Stock ("Preferred Return of Capital Dividends").

3. Third and finally, if and only after all Preferred Priority Return Dividends and Preferred Return of Capital Dividends have been paid in full in cash to the holders of shares of Preferred Stock, all holders of shares of Common Stock and Preferred Stock shall be entitled to receive, when and as declared by the board of directors out of funds legally available for such purpose, cash dividends ratably among all shareholders without regard to the class or classes of stock held by such shareholders.

Liquidation

Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of shares of Preferred Stock shall be entitled, before any distribution or payment is made upon any shares of any Common Stock, to be paid an amount equal to the sum of all Preferred Priority Return Dividends and Preferred Return of Capital Dividends then due and owing to such holders of Preferred Stock under paragraphs 1 and 2 under "Dividends" in these Articles of Amendment (such sum, collectively, the "Preferred Liquidation Payment"). If upon such liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the assets of the corporation to be distributed among the holders of the capital stock of the corporation shall be insufficient to permit payment to the holders of Preferred Stock of the Preferred Liquidation Payment, then the entire assets of the corporation to be distributed to the holders of the capital stock of the corporation shall be distributed ratably among the holders of Preferred Stock, in proportion to the Preferred Liquidation Payment due under this paragraph to each such holder. Upon any such liquidation, dissolution or winding up of the corporation, but only after each holder of the Preferred Stock shall have been paid in full the Preferred Liquidation Payment to which such holder is entitled, the remaining assets of the corporation may be distributed ratably among all shareholders without regard to the class or classes of stock held by such shareholders. Neither the consolidation nor merger of the corporation into or with any other corporation, limited liability company or any other entity, nor the sale or transfer by the corporation of all or any part of its assets, nor the reduction of the capital stock of the corporation, shall be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of any of the provisions of this paragraph.

Voting Rights

All holders of Common Stock and Preferred Stock shall have one vote per share.

General

Except as otherwise provided by law or in these Articles of Incorporation, as amended, the rights and other attributes of each share of Common Stock and Preferred Stock shall be identical.