

POX00005330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

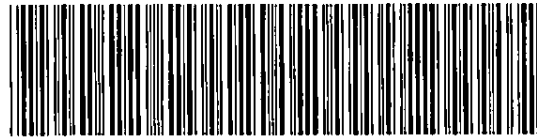
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

7/21/17 Spoke w/ Tina @
Sunshine Corp. She
authorized me to
make corrections to
the amend. doc.

Office Use Only



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Amel

JUL 21 2017

R. White

80 JUL 21 2017

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive

Tallahassee, Florida 32312

(850) 656-4724

DATE 7-20-17
****WALK IN****

ENTITY NAME DauGreen Corporation

SGray@Triad

DOCUMENT NUMBER (Certificate of Designation) (File Second)

****PLEASE FILE THE ATTACHED AND RETURN****

X

Plain Copy

(2)

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL \$ OWED 25.00
CHECK # 3886

Please call Tina at the above number for any issues or concerns. Thank you so much!

Articles of Amendment to Articles of Incorporation

DocuGreen Corporation, a Florida corporation (the "Company"), acting pursuant to 607.0602 of the Florida Business Corporation Act hereby submits the following Articles of Amendment, to Articles of Incorporation.

FIRST: The name of the Company is DocuGreen Corporation.

SECOND: By unanimous consent of the Company's Board of Directors dated June 30, 2017, the following resolutions were duly adopted:

WHEREAS, the Company's Amended and Restated Articles of Incorporation (the "Articles") authorizes 1,000,000 shares of Preferred Stock with \$0.0001 par value per share issuable from time to time in one or more series; and

WHEREAS, the Board of Directors of the Company is authorized pursuant to its Articles to establish and fix the designations, rights, preferences and number of shares to be included in any series of Preferred Stock;

WHEREAS, it is the desire of the Company's Board of Directors to establish and fix the designations, rights, preferences and number of shares of a new series of Preferred Stock:

NOW, THEREFORE, BE IT RESOLVED, that pursuant to its Articles the Board of Directors hereby establishes and fixes the designations and preferences and other special rights, qualifications, limitations and restrictions of a series of Preferred Stock, consisting of shares to be designated as Series A Preferred Stock.

RESOLVED FURTHER, that the holders of Series A Preferred Stock except as otherwise provided by law, shall have and possess the following rights and preferences.

A. Series A Preferred Stock.

1. Designation of Series, Number of Shares, Rank. A series of Preferred Stock shall be designated as Series A Preferred Stock ("Series A Preferred Stock"), and the number of shares which shall constitute such series shall be 189,000. The Series A Preferred Stock shall be \$0.001 par value. The purchase price per share is \$0.79365. With respect to rights on liquidation, winding up and dissolution of the Company, Series A Preferred Stock shall rank senior to the common stock of the Company, no par value per share ("Common Stock"). The Common Stock is also called Junior Securities.

2. Revenue Fees. The holder of the shares of Series A Preferred Stock shall receive 0.75% of the revenues collected by the Company for each fiscal quarter for each 31,500 shares 1% Preferred Stock owned (adjusted for proportional amounts). The payment shall be made to the stockholder within thirty (30) days after the end of each fiscal quarter beginning with the quarter ended September 30, 2017 and ending September 30, 2022. Such payment shall be

accompanied by a certificate setting forth in detail to which such payment is based. The amount of such payment shall not be challenged by a shareholder absent manifest error.

3. Liquidation Preference.

(a) Upon a Trigger Event as defined in Section 3(b) below, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Junior Securities, the holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Company an amount per share of Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) equal to (i) the purchase price paid for such shares of Series A Preferred Stock (the "Original Issue Price") for each share of Series A Preferred held by them, and (ii) any amounts due and owing under Section 2.

(b) The following events shall be considered a "Trigger Event" for purposes of this Certificate of Designation:

(i) (A) any consolidation or merger (or series of such related transactions) of the Company with or into any other corporation or other entity or person, or any other corporate reorganization (or series of such related transactions), in which the shareholders of the Company immediately prior to such consolidation, merger or reorganization, own less than fifty-one percent (51%) of the surviving or acquiring entity's voting power immediately after such consolidation, merger or reorganization, or (B) any transaction or series of related transactions in which capital stock of the Company is issued by the Company to a person or group of related persons (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended) other than existing shareholders and which results in such person or group of related persons (other than existing shareholders) acquiring in excess of fifty percent (50%) of the Company's outstanding voting power, or (C) any transaction or series of related transactions in which holders of more than fifty percent (50%) of the Company's outstanding voting power sell, transfer or otherwise dispose of their shares of capital stock of the Company to a person or group of related persons (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended) other than existing shareholders (collectively, an "Acquisition");

(ii) a sale, lease or other disposition of all or substantially all of the assets of the Company (an "Asset Transfer");

(iii) a voluntary or involuntary liquidation, dissolution, bankruptcy or winding up of the Company; or

(iv) the closing of a firmly underwritten initial public offering pursuant to a registration statement filed by the Company under the Securities Act of 1933, as amended.

(c) If, upon any Trigger Event, the assets of the Company shall be insufficient to make payment in full to all holders of Series A Preferred Stock of the Series A Liquidation Preferences set forth in Section 3(a) above, then such assets shall be distributed

among the holders of Series A Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(d) For the purpose of calculating consideration under this Section 3, the consideration received by the Company for any Acquisition or Asset Transfer shall (i) to the extent it consists of cash, be computed at the net amount of cash received by the Company after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Company in connection with such issue or sale, but without deduction of any expenses payable by the Company, and (ii) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors.

(c) In addition to and after payment in full of all preferential amounts required to be paid to the holders of Series A Preferred Stock upon a Liquidation under this Section 3, holders of Shares of Series A preferred Stock then outstanding shall be entitled to participate with the holders of shares of Junior Securities then outstanding, pro rata as a single class based on the number of outstanding shares of Junior Securities on an as-converted basis held by each holder as of immediately prior to the Liquidation, in the distribution of all the remaining assets and funds of the Company available for distribution to its shareholders.

4. Dividends. Dividend shall be paid out of funds legally available therefore when and if declared by the Company's Board of Directors.

5. Voting Rights.

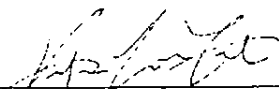
(a) Holders of the Series A Preferred Stock shall have no voting rights except as required by law.

6. No Reissuance of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Company by reason of redemption, purchase, conversion or otherwise shall be reissued.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this Certificate of Designation, Preferences and Rights of Series A Preferred Stock to be duly executed by this the 30th day of June, 2017.

DOCUGREEN CORPORATION

By: 
Name: Victor Lue-Yat
Title: CEO