

P09000060007

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Amend
Newis
6-6-11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: kixtand, Inc.

DOCUMENT NUMBER: P09000060007

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

Please return all correspondence concerning this matter to the following:

Stephen Susnar

Name of Contact Person

kixtand, Inc.

Firm/ Company

200 E. Government St. Suite 260

Address

Pensacola, FL 32502

City/ State and Zip Code

stephen@kixtand.com

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

For further information concerning this matter, please call:

Stephen Susnar

Name of Contact Person

at (828)

549-8263

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
11 JUN -2 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

KIXTAND, INC

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

P09000060007

(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)

200 E. Government St.

Suite 260

Pensacola, FL 32502

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:

New Registered Office Address:

(Florida street 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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<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)

Attached

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)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

Article II – Principal Office

The principal place of business address: 200 E. Government Street Suite 260 Pensacola, Florida 32502

Article IV - Capital Stock

The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 20,000,000, all with a par value of \$.001 per share, consisting of:

(a) 15,000,000 shares of Common Stock, of which 11,000,000 shares shall be Class A Voting Common Stock, and 4,000,000 shares shall be Class B Non-Voting Common Stock. The relative rights, preferences and limitations of each class of Common Stock shall be as follows: In respect to all matters as to which the vote or the consent of the shareholders of the corporation shall be required or shall be taken, the owners of the Class A Voting Common Stock shall be entitled to one vote for every share of Class A Voting Common Stock held according to the records of the corporation. Except as otherwise provided by law, ownership of Class B Non-Voting Common Stock shall not entitle the holders thereof to vote with respect to any matter as to which the vote or consent of the shareholders of the corporation shall be required to be taken, and all rights to vote and all voting power shall be vested solely in the holders of the Class A Voting Common Stock. In all other respects, the rights, preferences and limitations of the two classes of Common Stock shall be identical.

(b) 5,000,000 shares of Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors of the corporation is expressly authorized: (i) to fix the designations, powers, preferences, rights, conversion or exchange privileges, qualifications, limitations and restrictions with the respect to any series of Preferred Stock and (ii) to specify the number of shares of each and any series of Preferred Stock.

Article V - Liability of Directors

(a) No director of the corporation shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, unless said breach of duty, whether an act or omission, is found by judgment of a court of competent jurisdiction or by other adjudication to have been committed in bad faith or involved intentional misconduct or knowing violation of the law, or that the director personally gained a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated Section 607.0831, Florida Statutes.

(b) Each person who serves as a director of the corporation while this Article V is in effect shall be deemed to be doing so in reliance on the provisions of this Article V, and neither the amendment Or repeal of this Article V, nor the adoption of any provision of these Articles of Incorporation in consistent With this Article V, shall apply to or have any effect On the liability or alleged liability of any director of the corporation for, arising out of, based upon, Or in connection With any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an Inconsistent proviston, The

provisions of this Article V are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the corporation, as SUCH, whether such limitations or eliminations arise under Or are created by any law, rule, regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

Article VI - Indemnification

The corporation shall indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made to threatened to be made a party to, any action, SUit, claim or proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing or any other actual, threatened, pending or completed proceeding, whether clvil or criminal, or whether formal or informal, and including an action by or In the right of the corporation or any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterpriSE, whether profit or non-profit (any such entity, other than the corporation, being hereinafter referred to as an "Enterprise"), and inCluding appeals therein (and such process being hereinafter referred to as a "Proceeding"), by reason of the fact that such person, such person's testator or intestate (i) is or was a director or officer of the corporation, or (ii) while serving as a director or officer of the corporation, is or was serving, at the request of the corporation, as a director, officer or In any other capacity, any other Enterprsrse, against any and all judgments, fines. Penalties, amounts paid in settlement, and expenses, including attorney's fees, actually and reasonably incurred as a result of or in connection with any Proceeding, except as provided in Article VI (b) below.

(b) No indemnification shall be made to or on behalf of any such person If a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material in the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any Proceeding Initiated by any such person against the corporation, or a director or officer of the corporation, other than to enforce the terms of this Article VI, unless such Proceeding was authorized by the Board of Directors. Further, no Indemnification shall be made with respect to any settlement or compromise of any Proceeding unless and until the corporation has consented to such settlement or compromise.

(c) Written notice of any Proceeding for which Indemnification may be sought by any person shall be given to the corporation as soon as practicable; however, an Individual's failure

To provide such notice shall not relieve the corporation of its indemnification obligations here under, except to the extent that the corporation has been prejudiced by its failure to receive such notice in a timely manner. The corporation shall then be permitted to participate in the defense of any such proceedings or, unless conflict of Interest or position exist between such person and the corporation in the conduct of the defense, to assume such defense. In the event that the corporation assumes the defense of any such Proceeding, legal counsel selected by the corporation shall be acceptable to such person. After such assumption, the corporation shall not be liable to such person for any legal or other expenses subsequent incurred unless such expenses have been

expressly authorized by the corporation. In the event that the corporation participates in the defense of any SUCH Proceeding, such person may select counsel to represent such person in regard to such Proceeding; however, such person shall cooperate in good faith with any request that common counsel be utilized by the parties to any Proceeding who are similarly situated, unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

(d) The rights to indemnification and advancement of expenses granted by or pursuant to this Article VI; (i) shall not limit Or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, by-law, resolution or share holders or directors or agreement; (ii) shall be deemed to constitute contractual obligations of the corporation to any director or officer who serves in a capacity referred to in this Article VI at any time while this Article VI is in effect. Whether or not thereafter repealed or amended; (iii) shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the Intent of this Article VI to require the corporation to indemnify the persons referred to herein for the aforementioned judgments, fines, penalties, amounts paid in settlement, and expenses, Including attorney's fees, In each and every circumstance in which such indemnification could lawfully be permitted by express provisions of a certificate of incorporation, and the indemnification required by this Article VI shall not be limited by the absence of an express recital of such circumstances.


(e) In making any determination regarding any person's entitlement to indemnification hereunder, it shall be presumed that such person is entitled to indemnification, and the corporation shall have the burden of proving to the contrary. (f) The corporation may, with the approval of the Board of Directors, enter into an agreement with any person who is, or is about to be come, a director, officer, employee or agent of the corporation, or who is serving. Or is about to serve, at the request of the corporation, as a director, officer, or in any other capacity, any other Enterprise; such agreement may provide for the indemnification of such person and advancement of expenses to such person upon terms, and the extent, not prohibited by law. The failure to enter into any such agreement shall not affect or limit the rights of any such person under this Article.

Article X – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporation has executed these
Ammendments to the Articles of Incorporation on the 31st day of May, 2011.

INCORPORATOR



Stephen D. Susnar

Registered Agent Acceptance

I do hereby accept the foregoing designation as registered agent of KIXTAND, INC.
Further, I am familiar with and accept the duties and obligations of such designation.



Stephen D. Susnar

Date: 16 May 2011

The date of each amendment(s) adoption: 31 May 2011

(date of adoption is required)

Effective date if applicable: _____

(no more than 90 days after amendment file date)

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

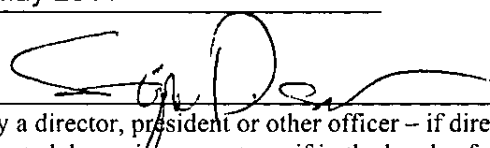
by _____."
(voting group)

☐ 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.

Dated 31 May 2011

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)

Stephen D. Susnar

(Typed or printed name of person signing)

President/CEO

(Title of person signing)