P09000060801

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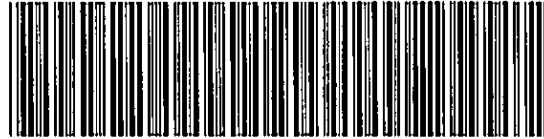(Business Entity Name)

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TO: Amendment Section
   Division of Corporations

NAME OF CORPORATION: JUNTOS TRADITIONALLY INCORPORATED

DOCUMENT NUMBER: P09000060801

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

Please return all correspondence concerning this matter to the following:

ANTONIO REGOJO
_____
Name of Contact Person

REGOJO LAW PA
_____
Firm/ Company

12550 BISCAYNE BLVD STE 110
_____
Address

MIAMI, FL 33181
_____
City/ State and Zip Code

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

For further information concerning this matter, please call:

ANTONIO REGOJO   at (305) 814-8299
_____
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:

■ $35 Filing Fee ☐ $43.75 Filing Fee &   ☐ $43.75 Filing Fee &   ☐ $52.50 Filing Fee
                     Certificate of Status   Certified Copy   Certificate of Status
                                              (Additional copy is   Certified Copy
                                              enclosed)   (Additional Copy
                                                                        is enclosed)

Mailing Address   **Street Address**
Amendment Section   Amendment Section
Division of Corporations   Division of Corporations
P.O. Box 6327   Clifton Building
Tallahassee, FL 32314   2661 Executive Center Circle
                                   Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JUNTOS TRADITIONALLY INCORPORATED

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.   The name of the corporation is JUNTOS TRADITIONALLY INCORPORATED, Florida Document Number P09000060801.

B.   The text of the amendments adopted is as follows:

Article IV is hereby amended to read as follows:

The aggregate number of shares of stock which the Corporation shall have authority to issue is 3,000,000 Shares with a par value of $0.01 per share. As to the authorized 3,000,000 Shares of Stock, the Corporation shall have the authority to issue 1,560,000 shares designated as "Class A Preferred Stock,", 440,000 shares designated as "Class B Common Stock" and 1,000,000 shares designated as "Class C Common Stock."

1.   The holders of the Class "A" Preferred Stock are entitled, among other things, as follows:

(a) to vote at all meetings of Shareholders. On all matters presented for a vote of the Shareholders, holders of Class A Preferred Stock shall be entitled to one vote for each share held. Furthermore, Class A holders shall be permitted to select TWO members to the Board of Directors.

(b) to receive a dividend on an annual basis equal to 8% of the original issue price of such Class A Preferred Stock (the "Preferred Stock Dividend"). Such dividend shall be cumulative, and not paid in cash until the redemption of the Class A Preferred Stock, at option of the Corporation, or until the Corporation is sold in its entirety. No dividend (cash or in-kind) may be paid on the Class B Common Stock unless a dividend of 8% of the Original Issue Price has been declared and paid on the Class A Preferred Stock.

(c) in addition to the Preferred Stock Dividend, to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times as the Board of Directors may from time to time determine and whether or not wholly to the exclusion of any other class of shares, but shall not be entitled to receive any such dividends in priority to or parri passu with the holders of any other class of shares unless the Board of Directors in their sole discretion so determine:

(d)   subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution, parri passu with the holders of the other classes of common shares. In such dissolution or liquidation, in addition, the Class A Preferred

Stock shall be compensated for all declared but unpaid dividends on each Share. For the purposes of this clause, a merger, reorganization or acquisition shall be considered a liquidation.

(e)   The Corporation must redeem Preferred Shares equally on or before December 31, 2023 at the Issue Price of $0.50 plus 8% annually compound dividend unless previously converted to Common Stock, and excluding any Preferred Stock Dividend that has been paid in cash to the Class A Shareholders.

(f) Unless previously redeemed, each share of Class A Preferred Stock may be converted one-for-one into Class B Common Stock at the Original Issue Price of $0.50 per Share, subject to proportional adjustments for stock splits, stock dividends and the like at any time at the option of the holder of such Shares, provided such conversion is approved by a Super Majority of the Board of Directors and provided the Corporation has the capital to pay for such conversion without jeopardizing the liquidity of the Corporation.

2. **The holders of the Class B Common Stock are entitled, among other things, as follows:**

(a)   to vote at all meetings of shareholders. On all matters presented for a vote of the shareholders, holders of Class B Common Stock shall be entitled to one vote for each share held. Furthermore, Class B holders shall be permitted to select ONE member to the Board of Directors.

(b)   subject to the Preferred Stock Dividend payments, to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times as the Board of Directors may from time to time determine, but shall not be entitled to receive any such dividends in priority to or parri passu with the holders of any other class of shares (excluding the monetary amount of the Class A Preferred Dividend) unless the Board of Directors in their sole discretion so determine; and

(c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution, parri passu with the holders of the other classes of common shares.

3. **The holders of the Class C Common Stock are entitled, among other things, as follows:**

(a)   to vote at all meetings of shareholders. On all matters presented for a vote of the shareholders, holders of Class C Common Stock shall be entitled to TWO (2) votes for each share held. Furthermore, Class C holders shall be permitted to select THREE members to the Board of Directors.

(b)   subject to the Preferred Stock Dividend payments, to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times as the Board of Directors may from time to time determine, but shall not be entitled to receive any such dividends in priority to or parri passu with the holders of any other

class of shares (excluding the monetary amount of the Class A Preferred Dividend) unless the Board of Directors in their sole discretion so determine; and

(c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution, parri passu with the holders of the other classes of common shares.

D.   The Amendment set forth above was adopted effective as of April 5th, 2019.

E.   The Amendment was approved by the shareholders of the Corporation; the number of votes cast for the amendment was sufficient for approval.

In witness whereof, these Articles of Amendment were executed this 5th day of April, 2019.

JUNTOS TRADITIONALLY INCORPORATED

By: _____

Name: Maurice J Laniado
Title: President