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DISCOUNT CANDLES, INC.

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TALLAHASSEE, FLORIDA**Discount Candles, Inc.****Articles of Amendment
Creating
Series A Preferred Stock**

1. **Creation.** Pursuant to the applicable provisions of the Florida Business Corporation Act and Article III of the Articles of Incorporation of Discount Candles, Inc., a Florida corporation (the "corporation"), the Board of Directors of the corporation creates and establishes a series of Preferred Stock, par value \$.0001 per share, which shall be designated "Series A Preferred Stock." The corporation may issue up to Four Million (4,000,000) shares of Series A Preferred Stock.

2. **Certain Definitions.** Unless the context otherwise requires, the terms defined in this Section 2 shall have, for all purposes hereof, the respective meanings hereinafter set forth:

(a) "Common Stock" shall mean all shares now or hereafter authorized of any class of common stock of the corporation and any other stock of the corporation, howsoever designated, authorized after the Issue Date, which has the right (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets of the corporation without limit as to the per share amount.

(b) "Issue Date" shall mean the date that shares of Series A Preferred Stock are first issued by the corporation.

(c) "Junior Stock" shall mean the Common Stock and any other class or series of stock of the corporation authorized or created after the Issue Date not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the corporation until the Series A Preferred Stock shall have received the entire amount to which such Series A Preferred Stock is entitled upon any such liquidation, dissolution or winding up.

(d) "Parity Stock" shall mean any class or series of stock of the corporation authorized or created after the Issue Date entitled to receive assets upon the liquidation, dissolution or winding up of the corporation on a parity with the Series A Preferred Stock.

(e) "Senior Stock" shall mean any class or series of stock of the corporation authorized or created after the Issue Date ranking senior to the Series A Preferred Stock in respect of the right to participate in any distribution of the assets of the corporation upon the liquidation, dissolution or winding up of the affairs of the corporation.

3. **Preferential Non-Cumulative Dividends.** Subject to the prior preferences and rights of any Senior Stock, the holders of shares of Series A Preferred Stock shall be entitled to receive, only if, when and as declared by the Board of Directors, non-cumulative dividends in an amount equal to three cents (\$.03) per share per year for each share of Series A Preferred Stock held by them prior and in preference to payment of any dividend with respect to any Junior Stock and on a parity with any Parity Stock, and no more. The Board of Directors is not required to declare any

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dividend with respect to the Series A Preferred Stock, and the corporation is not required to pay any dividend with respect to the Series A Preferred Stock unless so declared by the Board of Directors. The Board of Directors may declare that a dividend on the Series A Preferred Stock be paid in cash or in shares of Common Stock. If the Board of Directors determines that a dividend on the Series A Preferred Stock shall be paid in shares of Common Stock, then the shares of Common Stock to be issued shall be valued at Fifty Cents (\$0.50) per share, and no more.

4. **Distributions Upon Liquidation, Dissolution or Winding Up.** In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the corporation, subject to the prior preferences and other rights of any Senior Stock, but before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Series A Preferred Stock shall be entitled to be paid Fifty Cents (\$0.50) per share, and no more. If, after the distribution to the holders of any Senior Stock of the full amounts to which they are entitled, such payment shall have been made in full to the holders of the Series A Preferred Stock and to the holders of any Parity Stock, then the remaining assets and funds of the corporation shall be distributed among the holders of Junior Stock according to their respective shares. If, upon any such liquidation, dissolution or other winding up of the affairs of the corporation, the net assets of the corporation distributable among the holders of all outstanding shares of Series A Preferred Stock and of any Parity Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the corporation remaining after the distributions to holders of any Senior Stock of the full amounts to which they may be entitled shall be distributed among the holders of Series A Preferred Stock and of any Parity Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled.

Neither the consolidation nor merger of the corporation into or with another corporation or corporations, or entity or entities, nor the sale of all or substantially all of the assets of the corporation shall be deemed a liquidation, dissolution or winding up of the affairs of the corporation within the meaning of this Section 4.

5. **Redemption.**

(a) The corporation may, at the option of the Board of Directors, call at any time and from time to time after December 31, 2010 for the redemption of any or all of the outstanding shares of Series A Preferred Stock, if, as and when funds are legally available for such purpose, at a cash redemption price of Fifty Cents (\$0.50) per share, and no more.

(b) Notice of any proposed redemption of the Series A Preferred Stock shall be sent by or on behalf of the corporation, by first class mail to the holders of record of the shares of Series A Preferred Stock at their respective addresses as they shall appear on the records of the corporation, not less than forty-five days prior to the redemption date fixed in such notice. The rights of the holders of shares of Series A Preferred Stock whose shares are redeemed shall expire and terminate on such redemption date.

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6. **Voluntary Conversion.** Each and every share of Series A Preferred Stock may, at the option of the holder thereof, be converted into one share of Common Stock. A holder of shares of Series A Preferred Stock may, at any time and from time to time convert all or a portion of his shares of Series A Preferred Stock into shares of Common Stock by the delivery of written notice to such effect to the corporation, together with the certificate or certificates representing the shares of Series A Preferred Stock to be so converted and appropriately endorsed forms of assignment. As soon as practicable after its receipt of all necessary documents properly endorsed, the corporation shall issue, or cause to be issued, one or more certificates representing the shares of Common Stock.

7. **Automatic Conversion.**

(a) The term "Automatic Conversion Event" shall mean any of the following:

(i) The adoption by the Board of Directors of the corporation of resolutions authorizing the corporation to file a Registration Statement on Form S-1 with the United States Securities and Exchange Commission;

(ii) The execution and delivery by the corporation of a written agreement pursuant to which the corporation shall be merged with and into another corporation or other entity and the other corporation or other entity shall be the surviving corporation or entity of the merger;

(iii) The execution and delivery by the corporation of a written agreement pursuant to which the corporation shall be consolidated with and into another corporation or other entity and the other corporation or other entity shall be the surviving corporation or entity of the consolidation;

(iv) The execution and delivery by the corporation of a written agreement pursuant to which shares of Common Stock shall be exchanged for shares of another corporation or other entity and the corporation shall become at least a majority owned subsidiary of the other corporation or other entity; or

(v) The execution and delivery by the corporation of a written agreement for the sale by the corporation of all or substantially all of the assets of the corporation.

(b) Upon the occurrence of an Automatic Conversion Event, each and every outstanding share of Series A Preferred Stock shall automatically, and without any additional action of the corporation or any holder of shares of Series A Preferred Stock, convert into one share of Common Stock.

(c) Upon the occurrence of an Automatic Conversion Event, the rights of the holders of shares of Series A Preferred Stock shall expire and terminate on the date of such Automatic Conversion Event and all certificates representing shares of Series A Preferred Stock shall automatically, and without any additional action of the corporation or any holder of shares of Series A Preferred Stock, become null and void and of no effect whatsoever. Notice of any such Automatic

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Facsimile Audit No. 11290002030193

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Facsimile Audit No. 11090002030193

Conversion Event shall be sent by or on behalf of the corporation, by first class mail to the holders of record of the shares of Series A Preferred Stock at their respective addresses as they shall appear on the records of the corporation. As soon as practicable after the occurrence of an Automatic Conversion Event, the corporation shall issue, or cause to be issued, certificates representing shares of Common Stock.

8. **Reservation of Shares.** The corporation shall at all times reserve out of its authorized but unissued shares of Common Stock and/or the shares of Common Stock held in its treasury an adequate number of shares so as to permit the conversion of all of the issued and outstanding shares of Series A Preferred Stock in accordance with the provisions of Section 6 and Section 7 above.

9. **Voting.** Except as may otherwise be required by applicable law, shares of Series A Preferred Stock shall not have any voting rights.

10. **Exclusion of Other Rights.** Except as may otherwise be required by applicable law, shares of Series A Preferred Stock shall not have any powers, preferences or relative, participating, optional or other special rights, other than those specifically set forth in these articles of amendment (and as these articles of amendment may be amended from time to time) and in the Articles of Incorporation. Shares of Series A Preferred Stock shall have no preemptive or subscription rights.

11. **Headings.** The headings of the various sections hereof are for convenience of reference only, and shall not affect the meaning or interpretation of any of the provisions hereof.

12. **Severability.** If any power, preference, right or limitation of the Series A Preferred Stock set forth in these articles of amendment (and as these articles of amendment may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, then all other powers, preferences, rights and limitations set forth in these articles of amendment (and as so amended) which can be given effect without the invalid, unlawful or unenforceable power, preference, right or limitation shall, nevertheless, remain in full force and effect, and no power, preference, right or limitation herein set forth shall be deemed dependent upon any other such power, preference, right or limitation unless so expressed herein.

13. **Status of Recquired Shares.** Shares of Series A Preferred Stock which have been issued and reacquired by the corporation in any manner shall (upon compliance with any applicable provisions of law) have the status of authorized and unissued shares of Preferred Stock, issuable in series, undesignated as to series, and may be redesignated and reissued.

14. **Adoption of Amendment.** This Amendment to the Articles of Incorporation of the corporation was duly adopted by the Board of Directors of the corporation on September 17, 2009. Pursuant to the provisions of Section 607.0602 of the Florida Statutes and Article III of the Articles of Incorporation of the corporation, approval of the shareholders of the corporation is not required.

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IN WITNESS WHEREOF, this instrument has been executed by the undersigned director of the corporation on September 17, 2009.

Discount Candles, Inc.

By 

Stephen D. Hove,
Chief Executive Officer

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