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C. CARROTHERS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Weedoo Greenboat, Inc.

DOCUMENT NUMBER: P10000102667

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

Please return all correspondence concerning this matter to the following:

John Grimes  
Name of Contact Person  
Weedoo Greenboat, Inc.  
Firm/ Company  
12880 Indian Mound Road  
Address  
Wellington, FL 33449  
City/ State and Zip Code

john@weedoboats.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Grimes at ( 561 ) 4527039  
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:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WEEDOO GREENBOAT, INC.**

**(P10000102667)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, being the President of Weedoo Greenboat, Inc. (the "Corporation"), certifies that:

1. The present name of the Corporation is Weedoo Greenboat, Inc. The date of filing of the original articles of incorporation of the Corporation with the Secretary of State of the State of Florida is December 21, 2010, Document Number P10000102667.
2. John Grimes is the duly elected and acting President of the Corporation.
3. In accordance with the Florida Business Corporation Act, this first amendment to the Articles of Incorporation of the Corporation was adopted and declared advisable by all of the directors of the Board of Directors of the Corporation at a meeting held on June 15, 2015. Holders of a majority of the shares of the Corporation's outstanding capital stock, entitled to vote on such matters, then consented to the amendment, in the manner prescribed by the Florida Business Corporation Act.
4. The Articles of Incorporation of the Corporation are hereby amended and restated to read in full as follows:

**ARTICLE I.**

The name of the Corporation is Weedoo Greenboat, Inc.

**ARTICLE II.**

The principal place of business and the mailing address of the Corporation in the State of Florida is 12880 Indian Mound Road, Wellington, FL 33131. The Board of Directors may, from time to time, move the principal place of business to any other location in Florida.

**ARTICLE III.**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE IV.**

- A. Classes of Stock. The Corporation is authorized to issue two classes of stock, designated respectively as "Common Stock" and "Preferred Stock." The total number of shares which the

Corporation is authorized to issue is One Hundred Million (100,000,000), each with a par value of \$.001 per share, of which Seventy Five Million (75,000,000) shares shall be Common Stock, and Twenty Five million (25,000,000) shares shall be Preferred Stock. The Stock authorized by these Articles of Incorporation may be issued from time to time in one or more classes or series, at such time or times and for such consideration, as the Board of Directors may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in the Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series.

- B. Preferred Stock Series. The first series of Preferred Stock shall be designated "**Series A Preferred Stock**" and shall consist of Three Million (3,000,000) shares. The rights, preferences, privileges and restrictions granted to, and imposed upon, the Series A Preferred Stock are set forth below.
- C. Series A Preferred Stock - Rights, Preferences, Privileges and Restrictions.
1. Dividend Provisions. The holders of shares of Series A Preferred Stock ("Series A Preferred Holders") shall be entitled to receive dividends out of any assets legally available therefor, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative.
  2. Liquidation.
    - a. Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, Series A Preferred Holders shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to \$1.00 (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations) for each share of Series A Preferred Stock held, plus declared but unpaid dividends (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations).
    - b. Remaining Assets. Upon the completion of the distribution required by Section 2(a) above, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Common Stock pro rata based on the number of shares of Common Stock held by each.

3. Tag Along Rights. Series A Preferred Holders shall have the right to "tag along" pari passu and on a pro rata basis in any transaction involving the sale or transfer of shares of Company Stock, options, warrants or other securities convertible into shares of Common Stock that are owned by the Philip M. Grimes Trust, John Grimes, Tara Lordi and/or assigns (the "Transferred Shares"), provided that the Transferred Shares are not being transferred to a trust beneficiary, spouse or family member, and provided that the amount of Transferred Shares in any given transaction or series of transactions represents an aggregate of 10% or more of the total issued and outstanding shares of Stock of the Company.
4. Company's Right of Redemption. In the event of a Company sale, merger or any other transfer of control or effective control of the Company, the Company at its sole option, subject only to the tag along and conversion rights identified in this Article, may redeem any or all shares of Series A Preferred Stock then outstanding from Series A Preferred Shareholders ("Holders") by paying a cash amount to Holders equal to Three Dollars (\$3.00) per share ("Redemption Price") plus all accrued and unpaid dividends (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations) as of the date fixed for redemption ("Redemption Date"). At least 30 days, but not more than 90 days, prior to the Redemption Date, the Company shall provide written notice to Holders, by delivery in person or by certified or registered mail, that the shares of Series A Preferred Stock shall be redeemed ("Notice of Redemption") at the Redemption Price. The Redemption Price shall be paid out of legally available funds to the Holder no later than the seventh (7<sup>th</sup>) business day after the close of the Redemption Event. If, in the face of a Redemption Event, the Company elects not to redeem any or all of the Series A Preferred Shares, all unredeemed shares shall automatically be converted into shares of Common Stock pursuant to, and in accordance with, the mechanics of Conversion as provided for in Section 5 of this Article.
5. Conversion. Each unredeemed share of Series A Preferred Stock shall automatically be converted into shares of Common Stock immediately upon the close of a Redemption event, the liquidation of all or substantially all of the Company's assets, the sale of the Company's Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), or, upon the Corporation's acquisition of, or merger into, a publicly traded corporation.
6. Voting Rights. Except as otherwise required by law, the Series A Preferred Holders shall have no voting power, all such rights being reserved to the holders of Common stock.

D. Common Stock - Rights and Restrictions.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any

assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2(b) of this Article IV.
  - a. Redemption. The Common Stock is not redeemable.
  - b. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

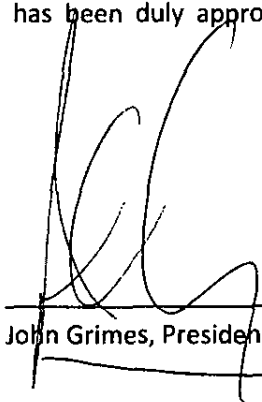
#### ARTICLE V.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein are granted subject to this right.

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This Amended and Restated Articles of Incorporation has been duly approved and adopted by the stockholders of this Corporation.

7/2/15  
Date

  
\_\_\_\_\_  
John Grimes, President