



Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000422390 3)))



H240004223903ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : COMPUTERSHARE
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)214-8442

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FREECAST, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

RECEIVED
2024 NOV 26 AM 10:55
2024 DEC 26 AM 10:07
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREECAST, INC.**

(Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act)

FreeCast, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is FreeCast, Inc. (the "**Corporation**"), and it was originally incorporated in the State of Florida on June 21, 2011.
2. That these Articles of Amendment amend the current Second Amended and Restated Article of Incorporation of the Corporation filed with the State of Florida on May 10, 2024, as subsequently amended by the Articles of Amendment to Articles of Incorporation of the Corporation filed with the State of Florida on September 26, 2024 (together, the "**Current Articles**").
3. That these Articles of Amendment:
 - (i) were adopted and approved by the Board of Directors of the Corporation pursuant to a written consent without a meeting dated December 26, 2024;
 - (ii) contain an amendment that required approval by the shareholders through two voting groups;
 - (iii) were approved by the shareholders of each voting group pursuant to a written consent without a meeting dated December 26, 2024; and
 - (a) the number of votes cast for the amendment was sufficient for approval by the holders of Common Stock; and
 - (b) the number of votes cast for the amendment was sufficient for approval by the holders of Series A Preferred Stock.
4. That the Current Articles are hereby amended by the amendment of Section 3.2 of Article II stated in its entirety below and identified or referenced as follows:

**ARTICLE II
Capital Stock**

3.2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the Series A Shareholder 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, or other junior equity security by reason of their ownership thereof, an amount per Series A Share equal to \$30 (as may be adjusted for any subdivision or combinations) (the "**Liquidation Amount**"). If upon the occurrence of such event, the assets and funds to be distributed to the Series A Shareholder are insufficient to permit the

FILED
2024 NOV 26 PM 5:53
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE


payment to the Series A Holder of the full preferential Liquidation Amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed to the Series A Shareholder.

(b) After the distribution described in Section 3.2(a) above has been paid, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by them.

(c) Whenever the distribution provided for in this Section 3.2 shall be payable in securities or other property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Corporation, by and through its undersigned duly authorized officer, has executed these Articles of Amendment to Articles of Incorporation on December 26, 2024.

FREECAST, INC.

DocuSigned by:
By: 
1E6FAAAEA3B248C
William A. Mobley, Jr.
Chief Executive Officer

FILED
2024 NOV 26 AM 10:55
CLERK OF STATE
TALLAHASSEE, FL