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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BEHEALTHY AMERICA, INC.**

ARTICLE I

The name of the Corporation is BeHealthy America, Inc.

ARTICLE II

Article III of the Articles of Incorporation of this Corporation shall be deleted in its entirety and replaced with following new Article III:

**"ARTICLE III
CAPITALIZATION**

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 110,000,000, which shall be allocated among several classes of stock, as follows:

1. Series A Non-Voting Preferred Stock - 10,000,000 shares at no par value.
2. Series A Voting Common Stock - 90,000,000 shares at no par value.
3. Series B Non-Voting Common Stock - 10,000,000 shares at no par value.

All shares of stock of this Corporation shall be fully paid and non-assessable upon issuance, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor, or services, at a just valuation to be determined by the Board of Directors of this Corporation in its sole discretion.

B. The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

1. Series A Non-Voting Preferred Stock --
 - a. Except as otherwise provided by law, no holder of Series A Non-Voting Preferred Stock shall be entitled to cast any vote on account of ownership of such stock.
 - b. The holders of Series A Non-Voting Preferred Stock shall be entitled receive such dividends as may be declared from time to time by the Board of Directors. Such dividends shall be payable to the holders of the Series A Non-Voting Preferred Stock, Series A Voting Common Stock and Series B Non-Voting Common Stock in proportion to each holder's ownership interest in the Corporation.

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- c. Upon the liquidation, voluntary or involuntary dissolution, or winding up of this Corporation, the holders of Series A Non-Voting Preferred Stock shall be entitled to receive the amount that each such holder paid to this Corporation for such Series A Non-Voting Preferred Stock ("Preferred Distribution"). If the assets of this Corporation shall not be sufficient to pay to all holders of Series A Non-Voting Preferred Stock the full amount of the Preferred Distribution, then the holders of Series A Non-Voting Preferred Stock shall be entitled to share in the assets of this Corporation in proportion to each such holder's number of shares of Series A Non-Voting Preferred Stock.
- d. Upon the liquidation, voluntary or involuntary dissolution, or winding up of this Corporation, no payment shall be made to the holders of any of the Series of Common Stock unless and until the holders of Series A Non-Voting Preferred Stock shall have been paid the full amount of the Preferred Distribution. After payment of the Preferred Distribution, any remaining assets of the Corporation shall be distributed to the holders of Series A Non-Voting Preferred Stock, Series A Voting Common Stock and Series B Non-Voting Common Stock in proportion to each holder's ownership interest in the Corporation.

2. Series A Voting Common Stock --

- a. Each holder of Series A Voting Common Stock shall have full voting rights, shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such a manner as provided in the Bylaws of this Corporation or otherwise as provided by law.
- b. The holders of Series A Voting Common Stock shall be entitled receive such dividends as may be declared from time to time by the Board of Directors. Such dividends shall be payable to the holders of the Series A Non-Voting Preferred Stock, Series A Voting Common Stock and Series B Non-Voting Common Stock in proportion to each holder's ownership interest in the Corporation.
- c. Upon the liquidation, voluntary or involuntary dissolution, or winding up of this Corporation and after payment of the Preferred Distribution, any remaining assets of the Corporation shall be distributed to the holders of Series A Non-Voting Preferred Stock, Series A Voting Common Stock and Series B Non-Voting Common Stock in proportion to each holder's ownership interest in the Corporation.

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3. Series B Non-Voting Common Stock --

- a. Except as otherwise provided by law, no holder of Series B Non-Voting Common Stock shall be entitled to cast any vote on account of ownership of such stock.
- b. The holders of Series B Non-Voting Common Stock shall be entitled receive such dividends as may be declared from time to time by the Board of Directors. Such dividends shall be payable to the holders of the Series A Non-Voting Preferred Stock, Series A Voting Common Stock and Series B Non-Voting Common Stock in proportion to each holder's ownership interest in the Corporation.
- c. Upon the liquidation, voluntary or involuntary dissolution, or winding up of this Corporation and after payment of the Preferred Distribution, any remaining assets of the Corporation shall be distributed to the holders of Series A Non-Voting Preferred Stock, Series A Voting Common Stock and Series B Non-Voting Common Stock in proportion to each holder's ownership interest in the Corporation.

4. Stock Dividends -- If any dividend declared by the Board of Directors is to be paid in shares of stock, the stock distributed to the holders of the different classes of stock shall be of the same class of stock then held by such holders."

ARTICLE III

The foregoing amendment was approved and ratified by a majority vote of the Shareholders effective ~~March 22~~ ^{April} 22, 2015, by written consent in accordance with Section 607.0704 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment effective the ~~22nd~~ ^{22nd} day of ~~March~~ ^{April}, 2015.

BEHEALTHY AMERICA, INC.,
a Florida corporation

By: Name: Thomas J. BlumhagenIts: President

Fax Audit # (((H15000098275 3)))

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