

P12 - 000100033

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XX FILING INC AMEND

1. NUTRALIFE BIOSCIENCES, INC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NutraLife Biosciences, Inc.

DOCUMENT NUMBER: P12000100033

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

Please return all correspondence concerning this matter to the following:

Lynne Bolduc
Name of Contact Person
FitzGerald Kreditor Bolduc Risbrough LLP
Firm/ Company
2 Park Plaza, Suite 850
Address
Irvine, CA 92614
City/ State and Zip Code
securities@fkbrlegal.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lynne Bolduc at (949) 788-8900
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 &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

NutraLife Biosciences, Inc.

2025 JUL 10 AM 8:31

(Name of Corporation as currently filed with the Florida Dept. of State)

P12000100033

(Document Number of Corporation (if known))

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. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (1)(c), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	<u>PT</u>	<u>John Doe</u>
☐ Remove	<u>V</u>	<u>Mike Jones</u>
☐ Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
2) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
3) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
4) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
5) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
6) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

See attached.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: July 3, 2025
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

July 3, 2025
Dated _____

Signature Edgar Ward
(By director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Edgar Ward

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

**Articles of Amendment
to
Articles of Incorporation
of
NutraLife Biosciences, Inc.**

Article IV of the Articles of Incorporation of NutraLife Biosciences, Inc. (the "Corporation") is hereby amended by adding the following paragraphs:

Reverse Stock Split of Common Stock:

Upon the close of business on the Effective Date of this Articles of Amendment as filed with the Florida Secretary of State, each ten (10) shares of the Corporation's Common Stock, \$0.0001 par value per share, issued and outstanding immediately prior to the Effective Date shall, automatically and without further action by the Corporation or any shareholder, be combined into one (1) share of Common Stock (the "Reverse Split").

No fractional shares shall be issued as a result of the Reverse Split. Any fractional share otherwise issuable shall be rounded up to the nearest whole share.

Each stock certificate that immediately prior to the Effective Date represented shares of Common Stock (an "Old Certificate") shall thereafter represent the number of shares into which the shares formerly represented by the Old Certificate have been reclassified and combined pursuant to this Amendment.

The number of authorized shares of Common Stock shall not be affected by this Amendment.

Reverse Stock Split of Series B Convertible Preferred Stock:

Upon the close of business on the Effective Date of this Articles of Amendment as filed with the Florida Secretary of State, each outstanding share of the Corporation's Series B Convertible Preferred Stock, \$0.0001 par value per share, shall, automatically and without further action by the Corporation or any shareholder, be subject to a reverse stock split on such terms as may be determined by the Board of Directors in accordance with the Certificate of Designation governing such Series B Convertible Preferred Stock (the "Series B Reverse Split"). Any fractional shares resulting from such Series B Reverse Split shall be rounded up to the nearest whole share.