

P13000000 6341

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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(Business Entity Name)

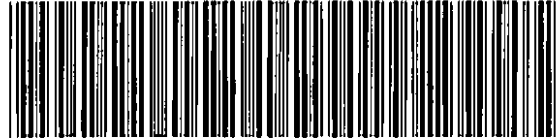
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2020 FEB 11 PM 2:15
Clerk of Court
Albritton

Amend

MAR 05 2020
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hammer Down Express Inc.

DOCUMENT NUMBER: P13000006341

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

Please return all correspondence concerning this matter to the following:

Sean Morrison

Name of Contact Person

Sean Morrison Law Offices LLC

Firm/ Company

155 Robert St. #305

Address

Slidell, LA 70458

City/ State and Zip Code

sean@seanllc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sean Morrison

at (504) 308-0108

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

Hammer Down Express Inc.

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

PI3000006341

(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 (11) (c), F.S.

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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 PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>PST</u>	<u>Michael Smith</u>	<u>P.O. Box 320145</u>
<input checked="" type="checkbox"/> Add			<u>Cocoa Beach, FL 32932</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>VT</u>	<u>Tammy Smith</u>	<u>P.O. Box 320145</u>
<input type="checkbox"/> Add			<u>Cocoa Beach, FL 32932</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>P</u>	<u>Brandon Smith</u>	<u>P.O. Box 320145</u>
<input type="checkbox"/> Add			<u>Cocoa Beach, FL 32932</u>
<input checked="" type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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

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

Amend Article IV as described in the attached Exhibit A.

Add Article IX as follows:

To the fullest extent permitted by the law of Florida, as the same exists or may hereafter be amended, a director of the Corporation is not liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

Add Article X as follows:

Elections of directors need not be by written ballot unless and to the extent that the Bylaws so provide.

Add Article XI as follows:

The Board of Directors is authorized to make, alter, or repeal the Bylaws of the Corporation.

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)

All common stock held prior to this Amendment shall be converted, without further act on anyone's part, to Class A

Common stock at a ratio of 5:2. Five stock certificates formerly representing such shares of Common Stock shall thereafter be deemed to represent two shares of Class A Common Stock.

Exhibit A

Article IV

The total number of shares of all classes of stock which the corporation is authorized to issue is

- (i) 2,000 shares of Class A Common Stock, \$0.00001 par value per share ("Class A Common Stock");
- (ii) 4,000 shares of Class B Common Stock, \$0.00001 par value per share ("Class B Common Stock"); Class A and Class B Common Stock are jointly referred to as "Common Stock."

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

- a. Class A Common Stock – The holders of the Class A Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings).
- b. Class B Common Stock
 - i. Same Rights as Class A. Except with respect to voting rights and as otherwise specifically provided in these Articles of Incorporation, Class B non-voting common stock have the same preferences, limitations, and relative rights as, and are identical in all respects to, the Class A common stock.
 - ii. No Voting Rights. Class B non-voting common stock do not have the right to vote on any matter submitted to a vote at a meeting of shareholders of the Corporation, except for those issues required by Florida law or identified in subsection (iii) of these Articles of Incorporation.
 - iii. Voting Rights for Class B. Class B non-voting common stock may still vote on matters pertaining to the sale of the company, mergers, conversions or domestications, and amendments to the Articles of Incorporation that affect the number or type of shares authorized.
 - iv. If there is only one Class A shareholder, and that person dies, then the Class B common stock automatically converts to Class A common stock, and there will no longer be Class B non-voting stock.

POWER OF ATTORNEY

This Power of Attorney is granted by Michael Smith, for himself and as owner of Hammer Down Express Inc. ("Grantor"), who appoints Sean Morrison ("Agent") as limited attorney-in-fact with the following conditions:

The Agent may act and sign (including electronic signatures) for the Grantor regarding:

1. State corporate filings;
2. Taxes;
3. Business licenses; and
4. Checks, drafts, and negotiable instruments that may be issued in connection with the Grantor and to deposit funds into the client trust account.

Durability. This power of attorney expires when revoked by the Grantor in writing. This power of attorney is not affected by subsequent disability or incapacity of the principal.

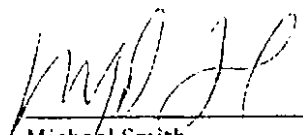
Reliance by Third Parties. Third parties may rely on the representations of the Agent as to all matters outlined above. No person who acts in reliance on the representations of the Agent or the authority granted under this power of attorney will be liable to the Grantor for permitting the Agent to exercise any power prior to actual knowledge that the power of attorney has been revoked or terminated by operation of law or otherwise.

Indemnification of Agent. The Agent is not liable to the Grantor for acting or refraining from acting under this power, except for the Agent's own misconduct or negligence, or willful misconduct. The Grantor agrees to indemnify and hold harmless the Agent for any

court costs, civil judgments, or reasonable attorney fees incurred as a result of exercising these powers.

Original Counterparts. Photocopies of this signed power of attorney are treated as original counterparts.

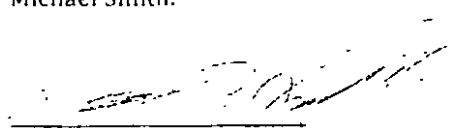
Grantor:

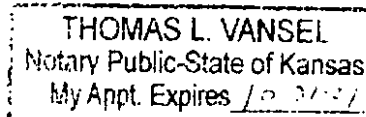
 01/22/2020
Michael Smith Date
CEO, Hammer Down Express, Inc.

STATE OF KANSAS

COUNTY OF Sebastian

This instrument was acknowledged before me on 01/22/2020 by Michael Smith.


Notary Public



Printed Name: Thomas L. Vansel

My Commission Expires: 10-31-2021

Commission # 1141385

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

Effective date if applicable: _____
(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)

Dated 1/31/2020

Signature Michael Smith by Sean Morrison, power of attorney
(By a 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)

Michael Smith by Sean Morrison, Power of Attorney

(Typed or printed name of person signing)

President

(Title of person signing)