

P13000021811

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

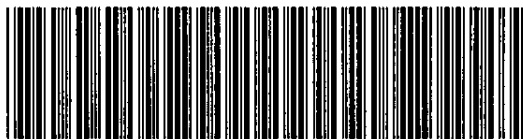
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2015 NOV 17 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

NOV 17 2015
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIOSTEM WELLNESS, INC.

DOCUMENT NUMBER: P13000021811

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

Please return all correspondence concerning this matter to the following:

Jason Matuszewski

Name of Contact Person

Biostem Technologies, Inc.

Firm/ Company

4749 NE 11th Ave.

Address

Oakland Park, FL 33334

City/ State and Zip Code

info@biostemtech.com

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

For further information concerning this matter, please call:

Jason Matuszewski

at (414)

339-4768

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 4, 2015

JASON MATUSZEWSKI
BIOSTEM WELLNESS, INC.
4749 NE 11TH AVE
OAKLAND PARK, FL 33334

SUBJECT: BIOSTEM WELLNESS, INC.
Ref. Number: P13000021811

We have received your document for BIOSTEM WELLNESS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 715A00023339

RECEIVED
15 NOV 17 PM 12:30

Articles of Amendment
to
Articles of Incorporation
of

BIOSTEM WELLNESS, INC.

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

P13000021811

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input 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	_____	_____	_____

AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BIOSTEM WELLNESS, INC.

We, the undersigned, persons acting as incorporators under the Florida Revised Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation for BIOSTEM WELLNESS, INC:

ARTICLE ONE

The name of the Corporation is BIOSTEM WELLNESS, INC.

ARTICLE TWO

The purpose or purposes for which the Corporation is organized is to engage in all aspects of business. The Corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which Corporation may be organized under the Florida Business Corporation Act and any amendment thereto.

ARTICLE THREE

The total number of shares, which the Corporation is authorized to issue, is 1000.

ARTICLE FOUR

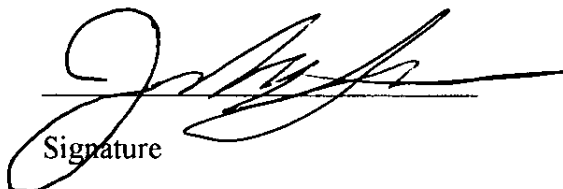
The Corporation's initial registered office shall be:

4749 NE 11th Avenue
Oakland Park, Florida 33334

The Corporation's initial registered agent at such address shall be:

Jason Matuszewski
4749 NE 11th Ave
Oakland Park, FL
33334

I hereby acknowledge and accept appointment as corporate registered agent:


Signature

ARTICLE FIVE

The governing board of the Corporation shall be styled as directors. The number of Directors constituting the Board of Directors shall be not less than (1) nor more than (3). The name and address of the person who is to serve as Director until the next annual meeting of the Shareholders, or until his successor is elected and qualified is:

Jason Matuszewski
4749 NE 11th Avenue
Oakland Park, Florida 33334

ARTICLE SIX

Cumulative voting by the Shareholders of the Corporation at any election for Director is expressly prohibited. The Shareholders entitled to vote for Directors in such election shall be entitled to cast one (1) vote for each Director for each share held.

ARTICLE SEVEN

To the fullest extent permitted by the Florida Business Corporations Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party any action, suit or proceeding by reason of the fact that such person (i) is or was a director of another Corporation; (ii) is or was serving at the request of the Corporation as a director of another Corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the Corporation or director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporations Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

ARTICLE EIGHT

The Corporation shall have authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.

ARTICLE NINE

Any action required by the Florida law to be taken at any annual or special meeting of Shareholders, or any action which may be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder of all shares entitled to vote on the action were present and voted.

ARTICLE TEN

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporations Act, as amended from time to time, relating to affiliated transactions.

ARTICLE ELEVEN

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE TWELVE

The Board of Directors shall have the right to change the name of the Corporation without shareholder approval to a name that reflects the industry or business in which the Corporation's business operations are conducted or the name that will promote or conform to any principal product, technology or other asset of the Corporation that the Board of Directors, in its sole discretion, deems appropriate.


In Witness Whereof, Jason Matuszewski, President, Secretary and sole director of BIOSTEM WELLNESS, INC has executed these Amended and Restated Articles of Incorporation in duplicate this 29 day of October, 2015, and states:

That he is the current sole officer and director of the company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; know the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to

matters herein alleged upon information and belief and as to those matters he believes to be true.

This Amendment does not contain an amendment to the articles requiring shareholder approval. The Board of Directors adopted the restatement pursuant to Section 607.100 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on the 29th day of October, 2015.



Jason Matuszewski, President

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

A moped

(if not applicable, indicate N/A)

OCT , 29, 2015

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 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)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

OCT 29 2015
Dated _____

Signature _____

(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)

Jason Matuszewski

(Typed or printed name of person signing)

President

(Title of person signing)