

P13D000029241

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DIVISION OF CORPORATIONS  
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Amend  
@ 5.7.15

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ERP MAESTRO INC.

**DOCUMENT NUMBER:** P13000029241

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

Please return all correspondence concerning this matter to the following:

Jody Paterson

Name of Contact Person

ERP Maestro Inc.

Firm/ Company

1655 N Commerce Pkwy. Suite 102

Address

Weston, FL 33326

City/ State and Zip Code

jody.paterson@erpmaestro.com

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

For further information concerning this matter, please call:

Zach Shapiro

Name of Contact Person

at (866)

350-9106 x 807

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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
2015 MAY -1 PM 1:17

ERP MAESTRO INC.

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

P13000029241

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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

**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

Type of Action  
(Check One)

Title

Name

Address

- 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)*

Certificate of Designations amendment 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)*

**ERP MAESTRO, INC.**

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**CERTIFICATE OF DESIGNATIONS  
OF  
SERIES C CONVERTIBLE PREFERRED STOCK**

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PURSUANT TO SECTION 607.0602 OF THE FLORIDA BUSINESS CORPORATION ACT, the undersigned, a duly authorized officer of ERP Maestro, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of the Corporation (the "Board of Directors") on March 31, 2015:

RESOLVED, that the Board of Directors of the Corporation pursuant to authority vested in it by the provisions of the Articles of Incorporation of the Corporation, hereby authorize the issuance of a series of preferred stock designated as the Series C Convertible Preferred Stock of the Corporation and hereby fixes the designation, number of shares, powers, preferences, rights, qualifications, limitations and restrictions thereof (in addition to any provisions set forth in the Articles of Incorporation of the Corporation which are applicable to the Corporation's preferred stock of all classes and series) as follows:

**SERIES C CONVERTIBLE PREFERRED STOCK**

1. Designation and Amount. There is hereby designated a series of the Corporation's Preferred Stock (as defined below) as Series C Convertible Preferred Stock (the "Series C Preferred Stock"), and the number of shares so designated shall be two million five hundred thousand (2,500,000).

2. Definitions. In addition to the terms defined elsewhere in this Certificate of Designations the following terms have the meanings indicated:

- (a) "Common Stock" shall mean the Corporation's common stock.
- (b) "Conversion Rate" shall have the meaning set forth in Section 5(a).
- (c) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock or Preferred Stock.
- (d) "Corporation" shall mean ERP Maestro, Inc., a Florida corporation.
- (e) "Investment Agreement" shall mean the Investment Agreement entered into between the Corporation and ASC Maestro, LLC dated May, 2013, as the same may be amended or modified in the future.

(f) “Junior Securities” shall mean the Common Stock and all other equity or equity equivalent securities of the Corporation other than those securities which are explicitly senior or *pari passu* in rights and liquidation preference to the Series C Preferred Stock including, but not limited to Series A and Series B Preferred Stock.

(g) “Liquidation Preference” shall mean one dollar sixty two cents (\$1.62) per share for the Series C Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) “Options” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(i) “Original Issue Date” shall mean the date on which the first share of Series C Preferred Stock was issued.

(j) “Preferred Stock” means the Corporation’s preferred stock.

(k) “Qualified National Exchange” means a securities exchange registered with the U.S. Securities and Exchange Commission under Section 6(a) of the Securities Exchange Act of 1934, as amended, as well as the over the counter markets administered by the OTCQX® and the OTCQB®, and their successor-entities. The OTC Pink®, OTCBB and their successor-equivalent entities shall not be deemed a “Qualified National Exchange.”

(l) “Recapitalization” shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

(m) “Senior Securities” shall mean the Series C Preferred Stock and all other series of Preferred Stock of the Corporation that are explicitly senior or *pari passu* in rights and liquidation preference to the Series C Preferred Stock including, but not limited to Series A Preferred Stock .

(n) “Series C Original Issue Price” shall mean one dollar sixty two cents (\$1.62) per share (subject to adjustment from time to time for Recapitalizations and as set forth in Section 5 herein).

### 3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntarily or involuntarily, the holders of the Series C Preferred Stock *pari parssu* with Series A and Series B Preferred Stock be entitled to receive pro rata distributions per share as the holders of the Common Stock of the Corporation in proportion to the number of shares held by them with the shares of the Series C Preferred Stock being treated for this purpose as if they had been converted to shares of Common Sock at the Conversion Rate; provided, however, if the distribution paid to the holders of all Series C Preferred Stock does not equal or exceed their Liquidation Preference, the dividends payable on the shares of Common Stock as a class shall be reduced so that the holders of the Series C Preferred Stock receive their liquidation preference. If upon the liquidation, dissolution or winding up of the Corporation, the

assets of the Corporation legally available for distribution to the holders of the Series C Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 4(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro-rata among the holders of the Series A, Series B and Series C Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a).

(b) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include: (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(c) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a Qualified National Exchange, then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange over the ten (10) trading day period ending five (5) trading days prior to the distribution;

(ii) if the securities are actively quoted on the OTC Pink®, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the distribution; and

(iii) if the securities are not traded on a Qualified National Exchange or actively quoted on the OTC Pink®, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.



In the event of a merger or other acquisition of the Corporation by another entity, the distribution date shall be deemed to be the date such transaction closes.

4. Conversion Rights. The holders of the Series C Preferred Stock shall have conversion rights as follows (the "Conversion Rights");

(a) Right to Convert. Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series C Preferred Stock, into one (1) share of Common Stock. The number of shares of Common Stock into which each share of Series C Preferred Stock may be converted is hereinafter referred to as the "Conversion Rate". The Conversion Rate is subject to the adjustments provided for in subsections (d), (e) and (f) below. Upon any decrease or increase in the Conversion Price, as described in this Section 4, the Conversion Rate shall be appropriately increased or decreased.

(b) Mandatory Conversion. (i) The Corporation shall have the right to effect the conversion of each share of Series C Preferred Stock then currently outstanding into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share upon the listing by the Corporation of the class of Common Stock on a Qualified National Exchange (such an event, a "Mandatory Conversion Event"). So long as the Common Stock remains listed on a Qualified National Exchange, any shares of Series C Preferred Stock issued following a Mandatory Conversion Event will be automatically converted into Common Stock pursuant to this Section 4(b) at the then effective Conversion Rate on such date of issuance of the Series C Preferred Stock; and (ii) the Company agrees to convert the Series C Preferred upon the Company obtaining an annualized \$20 million in net profit.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series C Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Series C Preferred Stock held by each holder of Series C Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Series C Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, such holder shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series C Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of a Mandatory Conversion Event, the outstanding shares of Series C Preferred Stock shall be converted without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Mandatory Conversion Event unless either the certificates evidencing such shares of Series C Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the

holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of a Mandatory Conversion Event, each holder of record of shares of Series C Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Series C Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Series C Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Series C Preferred Stock. In the event the outstanding shares of Series C Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise)(but excluding the stock split authorized by the Board of even date herewith to the founder of the Corporation), into a greater number of shares of Series C Preferred Stock, the Series C Original Issue Price and Liquidation Preference of the Series C Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Series C Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Series C Preferred Stock, the Series C Original Issue Price and Liquidation Preference of the Series C Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 4 above, if the Common Stock issuable upon conversion of the Series C Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Series C Preferred Stock shall have the right thereafter to convert such shares of Series C Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such Series C Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Adjustment of Series C Preferred Stock Conversion Price upon Issuance of Certain Securities. If and whenever on or after the Original Issue Date, the Corporation issues or sells, or is deemed to have issued or sold, any shares of Common Stock or securities convertible or exchangeable into Common Stock other than Excluded Securities (as defined below) for a consideration per share or an implied consideration per share of Common Stock less than a price (the "Applicable Price") equal to the Conversion Price in effect immediately prior to such issuance or sale (such issuance a "Triggering New Issue"), then immediately after such issue or sale, the Conversion Price then in effect shall be deemed to be automatically reduced to an amount equal to eighty percent (80%) of the Applicable Price for such Triggering New Issue. After such adjustment of the Conversion Price hereunder, all subsequent conversions of the Series C Preferred Stock into Common Stock shall be effected using the new Conversion Price in the Conversion Rate. For the purposes of this Agreement, "Excluded Securities" are (i) those options and warrants of the Corporation issued prior to, and outstanding on, the Original Issue Date, (ii) the shares of Common Stock issuable on exercise of such options and warrants in subparagraph (i), provided such options and warrants are not amended after the Original Issue Date, and (iii) any options or warrants, or the shares of Common Stock into which such options and warrants are exercisable, which are issued to any employee, officer or director of the Corporation for services provided to the Corporation which have been approved by the compensation committee or the majority of the independent members of the Board of Directors.

5. Voting. Prior to Conversion, the Series C Preferred Shareholders shall not have the right to vote at any meeting of the shareholders of the Company. However, the Series A and Series B Preferred Shareholders in conjunction with Series C Preferred Shareholders shall have the right to designate three (3) members out of a five (5) member of the Board of Directors. In the event of any impasse on the Board of Directors, an arbitrator shall be appointed to resolve such impasse. The foregoing notwithstanding, the Series C Preferred Shareholders shall have the right to approve certain actions as set forth in the Investment Agreement.

6. Miscellaneous.

(a) The headings herein are for convenience only, do not constitute a part of this Certificate of Designations and shall not be deemed to limit or affect any of the provisions hereof.

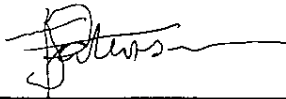
(b) Any notice required or permitted by the provisions of this Certificate of Designations to be given to a holder of shares of Series C Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, and shall be deemed sent upon such mailing or electronic transmission.

(c) No provision of this Certificate of Designations may be amended, except in a written instrument signed by the Corporation and holders of at least a majority of the shares of Series C Preferred Stock then outstanding. Any of the rights of the holders of the Series C Preferred Stock set forth herein may be waived by the affirmative vote of holders of at least a majority of the shares of Series C Preferred Stock then outstanding, except that each holder may waive its own rights as provided in this Certificate of Designations.

**\*\* Signature page follows \*\***

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Designations to be duly executed as of this 31 day of March, 2015.

**ERP MAESTRO, INC.**

By:   
Name: Jody Paterson  
Title: CEO

The date of each amendment(s) adoption: March 31st, 2026, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

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.

Dated 04/21/2015

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)

Jody Paterson

(Typed or printed name of person signing)

CEO

(Title of person signing)