

P13000043718

Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : BUSH ROSS, P.A.
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*faxed twice -
on 3.13.14
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(see attached)
please file asap*

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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④- 14978.0- Amendment #2 of 2

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CROWDSMART, INC.**

Certificate of Status	0
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14 MAR 13 PM 4:50

*Amend.
03-24-14
DC*

03/21/2014 11:47
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March 19, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CROWDSMART, INC.
715 E. BIRD STREET
TAMPA, FL 33604US

SUBJECT: CROWDSMART, INC.
REF: P13000043718

*see attached.
please file effective
3.13.14.
Thank You.*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be entitled "ARTICLES OF AMENDMENT". We will also need the date of adoption and a statement that the amendment was duly adopted by the board of directors.

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.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H14000061821
Letter Number: 914A00005992

RECEIVED

14 MAR 21 PM 2:06

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314

Articles of Amendment
to
Articles of Incorporation
of

CROWDSMART, INC.

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

P13000043718

(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:

(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

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14 MAR 13 PM 4:50

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	_____	_____	_____
<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	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

[illegible]

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)

"EXHIBIT A" ATTACHED HERETO IS THE CERTIFICATE OF DESIGNATION,
PREFERENCES AND RIGHTS OF SERIES A PREFERRED STOCK OF
CROWDSMART, INC.

The date of each amendment(s) adoption: MARCH 13, 2014, if other than the date this document was signed.

Effective date if applicable: MARCH 13, 2014
(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 effective as of MARCH 13, 2014

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)

JEREMY BUFFORD

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

EXHIBIT A
TO ARTICLES OF AMENDMENT OF CROWDSMART, INC.

**CERTIFICATE OF DESIGNATION,
PREFERENCES AND RIGHTS
of
SERIES A PREFERRED STOCK
of
CROWDSMART, INC.**

CROWDSMART, INC., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that the Board of Directors of the Corporation (the "**Board of Directors**" or the "**Board**"), pursuant to authority of the Board of Directors as required by Section 607.0602 of the Florida Business Corporation Act ("**FBCA**"), and in accordance with the provisions of its Amended and Restated Articles of Incorporation and Bylaws, has and hereby authorizes a series of the Corporation's previously authorized Preferred Stock, no par value per share (the "**Preferred Stock**"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, privileges, powers, and restrictions thereof, as follows:

SERIES A PREFERRED STOCK DESIGNATION AND AMOUNT

1,000,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "**Series A Preferred Stock**" with the following rights, preferences, powers, privileges, restrictions, qualifications, and limitations.

1. Voting.

(a) The holders of record of the shares of Series A Preferred Stock, exclusively and as a separate class, shall be entitled to elect three (3) directors to the Corporation's Board of Directors (the "**Series A Directors**"). Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of a majority of the shares of Series A Preferred Stock, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. The holders of record of the shares of the Corporation's common stock (the "**Common Stock**") shall, subject to the rights of any additional series of Preferred Stock that may be established from time to time, be entitled to elect the balance of the total number of Directors of the Corporation. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. A vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Section 1(a).

(b) At any time when shares of Series A Preferred Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by this Certificate of Designation, and in addition to any other vote required by law or this Certificate of Designation, without the written consent or affirmative vote of the holders of a majority of the then outstanding shares of Series A Preferred Stock given

in writing or by vote at a meeting, consenting or voting (as the case may be) as a separate class from the Common Stock, the Corporation shall not, either directly or by amendment, merger, consolidation, or otherwise:

(i) liquidate, dissolve, or wind-up the business and affairs of the Corporation or consent to any of the foregoing;

(ii) effectuate any merger, reorganization, or recapitalization of the Corporation or the sale of substantially all of its assets, including such transactions with a subsidiary or related entity, or enter into any agreement to do any of the foregoing;

(iii) amend, alter, or repeal any provision of the Articles of Incorporation or Bylaws of the Corporation (including any filing of a Certificate of Designation);

(iv) authorize or create any class or series of stock having rights, preferences or privileges senior to, or on parity with, the Series A Preferred Stock;

(v) purchase or redeem or pay or declare any dividend or make any distribution on, any shares of stock, or permit any subsidiary of the Corporation to take any such action;

(vi) effectuate any reclassification or recapitalization of the outstanding capital stock of the Corporation, including any subdivision, consolidation, or conversion of any outstanding capital stock;

(vii) alter or change the voting or other powers, preferences, or other rights, privileges, or restrictions of the Series A Preferred Stock contained herein (by merger, consolidation, or otherwise);

(viii) make any acquisition of the assets of any corporation, partnership, joint venture, or other business association or entity other than the purchase of assets in the ordinary course of business;

(ix) form any subsidiary of the Corporation or acquire or permit the issuance or acquisition of any equity, debt (other than accounts receivable or other loans that are current assets arising in the ordinary course of business), or similar interest in, or any interest convertible into or exchangeable or exercisable for any equity, debt, or similar interest in, any corporation, partnership, joint venture, or other business association or entity;

(x) enter into any transaction with any officer, director or other affiliate of the Corporation (other than for services as employees, officers and directors), including entering into any contract, agreement or other arrangement providing for the furnishing of services to or by, providing for rental of real or personal property to or from, or otherwise requiring payments to or from any officer, director or other affiliate or any entity in which any officer, director, or other affiliate has a substantial interest or is an officer, director, trustee or partner. For purposes of this Section 1(b), "affiliate" means any person (A) which directly or indirectly controls, or is controlled by, or is under common control with the Corporation or a

subsidiary, if any; (B) which directly or indirectly beneficially owns or holds ten percent (10%) or more of any class of the outstanding voting stock of the Corporation or any subsidiary, if any; or (C) ten percent (10%) or more of the outstanding voting stock is directly or indirectly beneficially owned or held by the Corporation or a subsidiary, if any;

(xi) make or authorize, or permit the authorization of, any material change in the nature or scope of the business of the Corporation; or

(xii) cause or authorize, or permit any of its subsidiaries to authorize or take any of the foregoing actions. For purposes of this Section 1(b), "subsidiary" means any entity of which securities or other ownership interests having voting power to elect a majority of the board of directors or other persons performing similar functions or otherwise granting the holder Control are directly or indirectly beneficially owned by the Corporation, and for purposes of this Certificate of Designation, "Control" means the possession, directly or indirectly, of power to direct or cause the direction of management or policies (whether through ownership of voting securities, by agreement or otherwise).

2. Right of First Offer. Prior to: (a) issuing any New Equity Securities (as defined below) to any Person; or (b) issuing debt to, or incurring debt in favor of, one or more Persons (the "New Debt Securities" and collectively referred to with New Equity Securities as "New Securities") the Corporation shall offer (the "New Securities Offer") all holders of Series A Preferred Stock the opportunity to purchase any or all of such New Securities on the same terms and conditions as offered to the Person to whom the Corporation proposes to issue New Securities (the "New Securities Offeree"). The Corporation shall make such New Securities Offer by providing the holders of Series A Preferred Stock with written notice (the "New Securities Notice") setting forth (y) the consideration for each share of New Securities or, if debt, the amount to be loaned and (z) all other material terms of such New Securities Offer. Each holder of Series A Preferred Stock may elect to accept the New Securities Offer by delivering written notice of its acceptance to the Corporation within fifteen (15) business days after delivery of the New Securities Notice (the "Election Notice"). If any holder of Series A Preferred Stock has elected to purchase the New Securities, the sale thereof shall be consummated on the proposed closing date set forth in the New Securities Offer, which shall be no sooner than the thirtieth (30th) day, and no later than the forty-fifth (45th) day, following the giving of the New Securities Notice. For purposes of this Section 2, the term "New Equity Securities" means (i) any Common Stock or any evidences of indebtedness, shares, or other securities directly or indirectly convertible into or exchangeable for Common Stock; (ii) any other equity security of the Corporation not exercisable, exchangeable or convertible for or into Common Stock ("Preferred Stock Equivalents") and (iii) any other security exercisable or convertible into any Preferred Stock Equivalent. A "Person" means an individual, partnership, corporation, limited liability company or partnership, trust, unincorporated organization, joint venture, government (or agency or political subdivision thereof) or any other entity of any kind.

3. Waiver. Any of the rights, powers, or preferences of the holders of Series A Preferred Stock set forth herein may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series A Preferred Stock then outstanding.

IN WITNESS WHEREOF, this Certificate of Designation has been executed by
a duly authorized officer of the Corporation on this 13th day of March, 2014.

CROWDSMART, INC.

By: 

Jeremy Buford, President and Chief Executive
Officer