

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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NOV 25 2014

R. WHITE

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Email Address: jennifer@sonfield.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CHANGING TECHNOLOGIES INC.**

Certificate of Status	0
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Articles of Amendment  
to  
Articles of Incorporation  
of

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**Changing Technologies Inc.**

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

**P13000052960**

(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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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) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

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

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

Series E Preferred Stock. There shall be a series of Preferred Stock designated as "Series E Preferred Stock," and the number of shares constituting such series shall be 1,000,000. Such series is referred to herein as the "Series E Preferred Stock."

(a) Stated Capital. The amount to be represented in stated capital at all times for each share of Series E Preferred Stock shall be \$.0001.

(b) Rank. All shares of Series E Preferred Stock shall rank subordinate and junior to all of the Corporation's common stock, par value \$.0001 per share, and preferred stock, par value \$.0001 per share, now or hereafter issued, as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

CONTINUED ON ATTACHED EXHIBIT A TO ARTICLES OF AMENDMENT

**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)*

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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)

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 \_\_\_\_\_

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)

Omar Durham

(Typed or printed name of person signing)

President

(Title of person signing)

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## EXHIBIT A

## TO

## ARTICLES OF AMENDMENT

**Series E Preferred Stock.** There shall be a series of Preferred Stock designated as "Series E Preferred Stock," and the number of shares constituting such series shall be 1,000,000. Such series is referred to herein as the "Series E Preferred Stock."

(a) **Stated Capital.** The amount to be represented in stated capital at all times for each share of Series E Preferred Stock shall be \$.0001.

(b) **Rank.** All shares of Series E Preferred Stock shall rank subordinate and junior to all of the Corporation's common stock, par value \$.0001 per share, and preferred stock, par value \$.0001 per share, now or hereafter issued, as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(c) **Dividends.** No dividend shall be declared or paid on the Series E Preferred Stock.

(d) **No Liquidation Participation.** In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of shares of Series E Preferred Stock shall not be entitled to participate in the distribution of the assets of the Corporation. A liquidation, dissolution, or winding-up of the Corporation, as such terms are used in this section of the articles of incorporation shall not be deemed to be occasioned by or to include any merger of the Corporation with or into one or more corporations or other entities, any acquisition or exchange of the outstanding shares of one or more classes or series of the Corporation, or any sale, lease, exchange, or other disposition of all or a part of the assets of the Corporation.

(e) **Right to Action by Vote or Consent.** Except as otherwise required by law, the shares of outstanding Series E Preferred Stock shall have the right to take action by written consent or vote based on the number of votes equal to twice the number of votes of all outstanding shares of capital stock such that the holders of outstanding shares of Series E Preferred Stock shall always constitute sixty-six and two thirds (66 2/3rds) of the voting rights of the Corporation. The 66 2/3rds voting rights may be exercised by vote or written consent based on the will of a majority of the holders of Series E Preferred Stock. Except as otherwise required by law or by the Articles of Incorporation of which this designation is a part, the holders of shares of common stock and Series E Preferred Stock shall vote together and not as separate classes.

(f) **No Redemption.** The shares of Series E Preferred Stock are not redeemable.

(g) **Preemptive Rights.** The Series E Preferred Stock is not entitled to any preemptive or subscription rights in respect of any securities of the Corporation.

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