

PI3 000075422

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

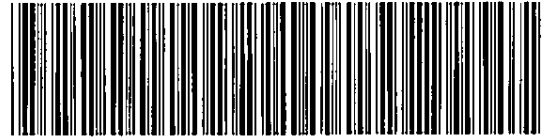
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Amended And Restated
PI3000075422

Office Use Only



700442186947

01/08/25--01075--005 **13.00

SECRETARY OF STATE
TALLAHASSEE, FL

2025 JAN -8 AM 10:19

FILED

AB

HACKNEY BUSINESS LAW, P.A.

5500 Military Trail, Suite 22-104
Jupiter, Florida 33458
561-324-0557
www.hackneybusinesslaw.com

January 6, 2025

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

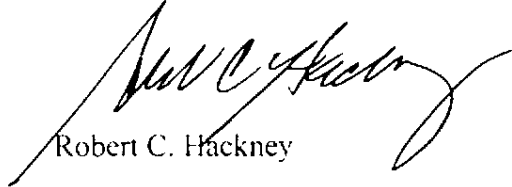
Re: Articles of Amendment for B4C Technologies, Inc.

Dear Ladies and Gentlemen:

Enclosed please find the original Articles of Amendment to the Amended and Restated Articles of Incorporation of B4C Technologies, Inc. along with the incorporated Certificate of Designation of Series A Convertible Preferred Stock for B4C Technologies, Inc.

We are also enclosing a check in the amount of \$35.00 to the Florida Department of State representing the filing fee for the Articles.

Sincerely,



Robert C. Hackney

cc: Carl Ahlers, CEO, B4C Technologies, Inc.

**ARTICLES OF AMENDMENT
TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
B4C TECHNOLOGIES, INC.**

FILED
2025 JAN -8 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FL

B4C Technologies, Inc., a Florida corporation, hereby adopts the following amendment to its Amended and Restated Articles of Incorporation, pursuant to the provisions of Section 2.2 of said Amended and Restated Articles:


Section 2.2 of the Amended and Restated Articles of Incorporation, entitled "Preferred Stock" is hereby amended to add the Certificate of Designation of Series A Convertible Preferred Stock of B4C Technologies, Inc., a copy of which is attached hereto and made a part hereof for all purposes.

The Amendment was adopted on December 3, 2024. The Amendment was approved by the vote of a majority of the members of the Board of Directors as set forth in Section 2.2 of the Amended and Restated Articles of Incorporation.

The Amendment shall become effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned hereto, intending to be legally bound hereby, has caused to be affixed hereto his hand and seal on this 6th day of January 2025.

B4C TECHNOLOGIES, INC.



By: Carl Ahlers
Title: CEO

**CERTIFICATE OF DESIGNATION
OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF
B4C TECHNOLOGIES, INC.**

B4C Technologies, Inc., a Florida corporation (the "Company"), hereby certifies that the following resolution was adopted by the Board of Directors of the Company:


RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the Company (the "Board of Directors") by the provisions of the Articles of Incorporation of the Company (the "Articles of Incorporation"), there is hereby created, out of the 1,000,000 shares of preferred stock of the Company (the "Preferred Stock"), a series of the Preferred Stock consisting of 1,000,000 shares, which series shall be referred to as Series A Convertible Preferred Stock and shall have the following powers, designations, preferences and relative, participating, optional or other rights, and the following qualifications, limitations and restrictions (in addition to any powers, designations, preferences and relative, participating, optional or other rights, and any qualifications, limitations and restrictions, set forth in the Articles of Incorporation which are applicable to the Preferred Stock):

Section 1. Designation of Amount.

The shares of Preferred Stock created hereby shall be designated the "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") and the authorized number of shares constituting such series shall be 1,000,000. The Series A Preferred Stock shall rank senior to the Common Stock as to dividends, distributions or as to distributions of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary.

Section 2. Dividends.

(a) In the event any dividends are declared or paid or any other distribution is made on or with respect to the common stock, ("Common Stock"), the holders of the Series A Preferred Stock as of the record date established by the Board of Directors for such dividend or distribution on the Common Stock shall be entitled to receive as dividends an amount (whether in the form of cash, securities or other property) equal to the amount (and in the form) of the dividends or distribution that such holder would have received had the Series A Preferred Stock been converted into Common Stock as of the date immediately prior to the record date of such dividend or distribution on the Common Stock, such Dividends to be payable on the same payment date as the



payment date for the dividend on the Common Stock established by the Board of Directors (the "Dividend Payment Date"). The record date for any such Dividends shall be the record date for the applicable dividend or distribution on the Common Stock, and any such Dividends shall be payable to the individual, entity or group (a "Person") in whose name the Series A Preferred Stock is registered at the close of business on the applicable record date.

(b) No dividend shall be paid or declared on any share of Common Stock, unless a dividend, payable in the same consideration and manner, is simultaneously paid or declared, as the case maybe, on each share of Series A Preferred Stock in an amount determined as set forth in paragraph (a) above. For purposes hereof, the term "dividends" shall include any pro rata distribution by the Company, out of funds of the Company legally available therefor, of cash, property, securities (including, but not limited to, rights, warrants or options) or other property or assets to the holders of the Common Stock, whether or not paid out of capital, surplus or earnings.

Section 3. Voting Rights.

(a) Except as otherwise provided by applicable law and in addition to any voting rights provided by law, the holders of outstanding shares of the Series A Preferred Stock:

(i) shall be entitled to vote together with the holders of the Common Stock as a single class on all matters submitted for a vote of holders of Common Stock, and shall have 4 votes per share for each vote per share allotted to the shares of Common Stock. Upon conversion, each share of Series A Preferred Stock shall convert to one share of Common Stock and such Common Stock shall have one vote per share;

(ii) shall have such other voting rights as are specified in the Articles of Incorporation or as otherwise provided by Nevada law; and

(iii) shall be entitled to receive notice of any stockholders' meeting in accordance with the Articles of Incorporation and By-laws of the Company.

(b) So long as any shares of Series A Preferred Stock remain outstanding, the Company shall not, without the written consent or affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, (i) amend, alter, waive or repeal, whether by merger, consolidation, combination, reclassification or otherwise, the Articles of Incorporation, including this Certificate of Designation, or By-laws of the Company or any provisions thereof (including the adoption of a new provision thereof), (ii) create, authorize or issue any class, series or shares of Preferred

Stock or any other class of capital stock ranking either as to payment of dividends, distributions or as to distributions of assets upon Liquidation(x) prior to the Series A Preferred Stock, or (y) on a parity with the Series A Preferred Stock or (iii) increase the size of the Board or Directors beyond seven (7) members. The vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, voting separately as one class, shall be necessary to adopt any alteration, amendment or repeal of any provision of this Resolution, in addition to any other vote of stockholders required bylaw.

Section 4. Conversion Rights.

(a) General. Subject to and upon compliance with the provisions of this Section 4, the holders of the shares of Series A Preferred Stock shall be entitled, at their option, at any time to convert such shares of Series A Preferred Stock into a number of fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon conversion shall be one share of Series A Preferred Stock for one share of Common Stock.

(b) Exercise of Conversion Privilege.

(i) In order to convert shares of Series A Preferred Stock, a holder must (A) surrender the certificate or certificates evidencing such holder's shares of Series A Preferred Stock to be converted, duly endorsed in a form satisfactory to the Company, at the office of the Company and (B) notify the Company at such office that such holder elects to convert Series A Preferred Stock and the number of shares such holder wishes to convert. Such notice referred to in clause (B) above shall be delivered substantially in the following form:

"NOTICE TO EXERCISE CONVERSION RIGHT"

The undersigned, being a holder of the Series A Preferred Stock of B4C Technologies Inc. irrevocably exercises the right to convert _____ outstanding shares of Series A Preferred Stock into the same number of shares of Common Stock of B4C Technologies, Inc. In accordance with the terms of the shares of Series A Preferred Stock and directs that the shares issuable and deliverable upon the conversion be issued and delivered in the denominations indicated below to the registered holder hereof unless a different name has been indicated below.



Dated: [At least one Business Day prior to the date fixed for conversion]

Please print name and
address, including postal
code number

(Signature)

Denominations: _____ "

(ii) Series A Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the day (the "Conversion Date") of surrender of such shares of Series A Preferred Stock for conversion in accordance with the foregoing provisions, and at such time the rights of the holders of such shares of Series A Preferred Stock as holder shall cease, and the Person or Persons entitled to receive the Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such Common Stock as and after such time. As promptly as practicable on or after the Conversion Date, the Company shall issue and shall deliver at any office or agency of the Company maintained for the surrender of Series A Preferred Stock a certificate or certificates for the number of full shares of Common Stock issuable upon conversion.

(iii) In the case of any certificate evidencing shares of Series A Preferred Stock which is converted in part only, upon such conversion the Company shall execute and deliver a new certificate representing an aggregate number of shares of Series A Preferred Stock equal to the unconverted portion of such certificate.

(d) Company to Reserve Common Stock. The Company shall at all times reserve and keep available, free from preemptive rights, out of the authorized but unissued Common Stock or out of the Common Stock held in treasury, for the purpose of effecting the conversion of Series A Preferred Stock, the full number of shares of Common Stock then issuable upon the conversion of all outstanding shares of Series A Preferred Stock.

(e) Taxes on Conversions. The Company will pay any and all original issuance, transfer, stamp and other similar taxes that may be payable in respect of the issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock pursuant hereto. The Company shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that of the holder of the share(s) of Series A Preferred Stock to be converted, and no such issue or delivery shall be made unless and until the Person requesting such issue has paid to the Company the amount of any such

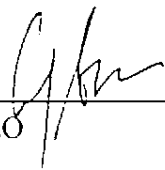
tax, or has established to the reasonable satisfaction of the Company that such tax has been or will be paid.

(f) Cancellation of Converted Series A Preferred Stock. All Series A Preferred Stock delivered for conversion shall be delivered to the Company to be canceled.

IN WITNESS WHEREOF, the Company has caused this Certificate of Designation to be signed by Carl Ahlers, its CEO, this 30th day of December, 2024.

B4C TECHNOLOGIES, INC.

By:



Carl Ahlers, CEO