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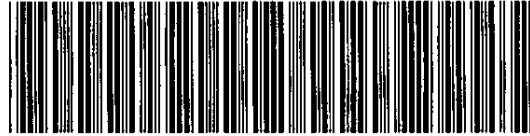
(Business Entity Name)

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T. LEMIRE

JUL 20 2015
T. LEMIRE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TestDrive, Inc.

DOCUMENT NUMBER: P14000006083

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

Please return all correspondence concerning this matter to the following:

Michael Hlavsa
(Name of Contact Person)

TestDrive, Inc.
(Firm/ Company)

1485 International Parkway, Suite 1001
(Address)

Heathrow, FL 32746
(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael Hlavsa at (407) 549-3350 x17
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TESTDRIVE, INC.**

DATED: FEBRUARY 28, 2014

FILED
15 JUL 16 AM 7:19
CLERK OF CIRCUIT COURT
IN AND FOR THE STATE
OF FLORIDA

The undersigned corporation, in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") and the by-laws of TestDrive, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Amendments to its Articles of Incorporation dated January 21, 2014, as amended on :

1. *Each of the Amendments set forth below are effective as of the date first written above.*
2. *Article II of the Corporation's Articles is hereby amended to read as follows:*

**ARTICLE II
Capital Stock**

The total number of shares of capital stock which this corporation shall have the authority to issue is Two Hundred Fifty Million (250,000,000) shares, consisting of Fifty Million (50,000,000) shares of Preferred Stock having a par value of \$.0001 per share and Two Hundred Million (200,000,000) shares of Common Stock having a par value of \$.0001 per share.

The Board of Directors of this corporation is authorized, subject to the limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in series and, by filing articles of amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares of Preferred Stock to be included in each such series and to determine and fix the designations, powers, preferences and rights of the shares of each such series (including without limitation the voting rights, dividend rights and preferences, liquidation rights and preferences, and conversion rights, if any, thereof) and the qualifications, limitations and restrictions thereof.

All shares of Common Stock shall be identical with each other in every respect, and the holders thereof shall be entitled to one vote for each share of Common Stock upon all matters upon which the shareholders have the right to vote.

The holders of record of any outstanding shares of Preferred Stock shall be entitled to dividends if, when and as declared by the Board of Directors of the corporation, at such rate per share, if any, and at such time and in such manner, as shall be determined and fixed by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part. No dividends shall be declared and paid, or declared and set aside for payment, on the shares of Common Stock unless and until all dividends, current and accumulated, if any, accrued on the outstanding shares of Preferred Stock shall be declared and paid or a sufficient amount shall have been set aside for the payment thereof.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the outstanding shares of Preferred Stock shall be entitled to receive such amount, if any, for each share of Preferred Stock, as the Board of Directors of the corporation shall determine and fix in the articles of amendment authorizing the series of Preferred Stock of which such shares of Preferred Stock are a part, and no more. If the assets of the corporation shall not be sufficient to pay to all holders of Preferred Stock the amounts to which they would be entitled in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation; then the holders of

record of each series of Preferred Stock which is entitled to share in the assets of the corporation in any such event shall be entitled to share in the assets of the corporation to the extent, if any, and in the manner, determined by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part, and no more, and, in any such case, the holders of record of shares of Preferred Stock of the same series shall be entitled to share ratably in accordance with the number of shares of Preferred Stock of the series so held of record by them to the extent, if any, that the series is entitled to share in the assets of the corporation in such event. No payment shall be made to the holders of shares of Common Stock of the corporation in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation unless the holders of record of shares of Preferred Stock shall have been paid the full amount to which they shall be entitled in such event or unless a sufficient amount shall have been set aside for such payment.

Upon the effectiveness of any "combination," as such term is defined in Section 607.10025(1) of the Florida Business Corporation Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

3. *Article V of the Corporation's Articles is hereby amended to read as follows:*

ARTICLE V
Mailing Address

The permanent mailing address of the Corporation is:

1485 International Pkwy., Suite 1001
Heathrow, FL 32746

4. *The Articles of Incorporation are hereby amended to add Article XI, to read as follows:*

ARTICLE XI
Series "A" Preferred Stock

Pursuant to the provisions of Article II above, the Corporation hereby designates Eight Million (8,000,000) shares of the Fifty Million (50,000,000) authorized shares of Preferred Stock of the Corporation to be designated as Series "A" Preferred Stock. The Series "A" Preferred Stock shall be issued upon the following terms and conditions and with the rights and privileges as follows:

A. ***Voting Rights.*** Except as required by the Act, the Series "A" Preferred Stock shall not have voting rights;

B. ***Preferred Dividends.***

(1) The holders of the Series "A" Preferred Stock are entitled to receive, only if, when and as declared by the Board of Directors of the Company, non-cumulative dividends in an amount equal to two cents per share per year for each Preferred Share held by them prior to and in preference to payment of any dividend to any to the holders of Common Stock or any Preferred Stock ranking junior to the Series A Preferred Stock as to dividend preference.

(2) The Board of Directors is not required to declare any dividend with respect to the Series "A" Preferred Stock and the Company is not required to pay any dividend with respect to the Series "A" Preferred Stock unless so declared by the Board of Directors. The Board of Directors may

declare that a dividend on the Series "A" Preferred Stock be paid in cash or in shares of Common Stock. If the Board of Directors determines that a dividend on the Series "A" Preferred Stock shall be paid in shares of Common Stock, then the shares of Common Stock to be issued will be valued at \$0.30 per share.

(3) In the event of liquidation, dissolution or winding-up of the Company, the holders of the Series "A" Preferred Stock are entitled to receive the amount of \$0.30 per share of Series "A" Preferred Stock before any distribution may be made to the holders of Common Stock or any class or series of Preferred Stock ranking junior to the Series "A" Preferred Stock as to liquidation preference.

(4) After all accrued and unpaid dividends on the Series "A" Preferred Stock have been fully paid or declared and provided for, the holders of the Series "A" Preferred Stock shall then be entitled to participate equally with the holders of the Common Stock, so that the holders of the Series "A" Preferred Stock, in addition to the preferred dividends above provided, shall receive a further amount per share of Series "A" Preferred Stock equal to the amount per share of Common Stock to be received by the holders of the Common Stock.

C. ***Optional Conversion to Common Stock.*** At any time after the date which is twelve (12) months from the issue date, each respective share of the Series "A" Preferred Stock may, at the option of the holder thereof, be converted into one share of Common Stock of the Company, upon the following terms and conditions:

(1) The holder of the Series "A" Preferred Stock to be converted, pursuant to Par. C above, shall provide fifteen (15) days written notice (the "Conversion Notice") to the Corporation at its principal place of business, which notice shall contain the following information:

- i. The name and address of the converting Shareholder;
- ii. The number of shares of the Series "A" Preferred Stock to be converted;
- iii. The taxpayer identification number of the converting Shareholder; and
- iv. All other such information as the Corporation may reasonably require.

(2) Upon receipt of a Conversion Notice, the Corporation shall, within five (5) business days of receipt of said Conversion Notice, notify the Corporation's stock transfer agent and direct the stock transfer agent to cancel the shares of Series "A" Preferred Stock subject to conversion and to issue to the holder of such converted shares the appropriate number of shares of Common Stock.

(3) Any conversion under this Par. C shall be effective on the date which the stock transfer agent shall record the conversion in the transfer ledger of the Corporation.

D. ***Automatic Conversion to Common Stock.*** Upon the occurrence of an Automatic Conversion Event, each and every outstanding share of outstanding Series "A" Preferred Stock, shall automatically, and without any additional action of the Corporation or any holder of Series "A" Preferred Stock, convert into one share of Common Stock. An "Automatic Conversion Event" shall mean any of the following:

(1) The adoption by the Board of Directors of the Corporation of resolutions authorizing the Corporation to file a Registration Statement on Form S-1 with the United States Securities and Exchange Commission;

(2) The execution and delivery by the Corporation of a written agreement pursuant to which the Corporation shall be merged with and into another corporation or other entity and the other corporation or other entity shall be the surviving corporation or entity of the merger;

(3) The execution and delivery by the Corporation of a written agreement pursuant to which the Corporation shall be consolidated with and into another corporation or other entity and the other corporation or other entity shall be the surviving corporation or entity of the consolidation;

(4) The execution and delivery by the Corporation of a written agreement pursuant to which shares of Common Stock shall be exchanged for shares of another corporation or other entity and the Corporation shall become at least a majority owned subsidiary of the other corporation or other entity; or

(5) The execution and delivery by the Corporation of a written agreement for the sale by the Corporation of all or substantially all of the assets of the Corporation.

E. Any shares of the Series "A" Preferred Stock converted as provided for at Par. C and/or Par. D above may not be reissued. The Corporation shall at all times reserve and keep available, solely for the purpose of conversion of its Series "A" Preferred Stock, a sufficient number of authorized but unissued shares of its Common Stock to effect the conversion of all shares of Series "A" Preferred Stock outstanding, and the Corporation shall obtain and keep in force such permits as may be required to enable the Corporation lawfully to issue and deliver such number of shares of Common Stock. On conversion, no fractional shares of Common Stock shall be issued.

F. On any event of conversion pursuant to Par. C, the holder of the Series "A" Preferred Stock to be converted shall deliver his or her share certificates to the Corporation, along with the required Conversion Notice, duly endorsed to the corporation. On the occurrence of an automatic conversion event described in Par. D above, each holder of the Series "A" Preferred Stock shall deliver his or her share certificates to the Corporation, duly endorsed to the Corporation, within ten (10) of such holder's receipt of notice of the automatic conversion event.

G. Should any increase or reduction in the number of outstanding shares of Common Stock occur after the date of the first issuance of the Series "A" Preferred Stock, by reason of any split, stock dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding shares of Common Stock, the number of shares of Common Stock to be issued to the holder of the Series "A" Preferred Stock shall be adjusted so as fairly and equitably to preserve, as far as reasonably possible, the original conversion rights of the Series "A" Preferred Stock. Any amendment and adjustment necessitated by an increase or reduction in the number of outstanding shares of Common Stock must be accomplished before any notice of redemption may be given to the holders of the Series "A" Preferred Stock.

H. **Liquidation Preference.** The Series "A" Preferred Stock shall be preferred as to both earnings and assets, and in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series "A" Preferred Stock of the Corporation shall be entitled, before any assets of the Corporation shall be distributed among or paid over to the holders of the Common Stock, to be paid in full the amount of \$0.30 per share of Series "A" Preferred Stock, together with all accrued and unpaid dividends and with interest on the dividends. After payment in full of the above preferential rights of the holders of the Series "A" Preferred Stock, then the holders of the Series "A" Preferred Stock and Common Stock shall participate equally in the division of the remaining assets of the Corporation, so that from such remaining assets the amount per share of Series "A" Preferred

Stock distributed to the holders of the Series "A" Preferred Stock shall equal the amount per share of Common Stock distributed to the holders of the Common Stock.

5. *The Amendments adopted herein were approved unanimously by Shareholders of the Corporation entitled to vote by that certain Action by Unanimous Written Consent of the Shareholders Without a Meeting, dated February 28, 2014, as permitted by Section 607.1003(6) of the Act.*

EXECUTED on this 12th day of March, 2014, on behalf of the Corporation, by:



Michael Hlavsa, as its Chief Financial Officer