

P140000012476

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Restated / CUS
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Spin-Tronix, Inc.

DOCUMENT NUMBER: P14000012676

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

Please return all correspondence concerning this matter to the following:

Philip H. Talbert

Name of Contact Person

Talbert Financial Services, Inc.

Firm/ Company

3500 Galt Ocean Drive, Suite 1516

Address

Fort Lauderdale, Florida 33308

City/ State and Zip Code

ptalber4@bellsouth.net

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

For further information concerning this matter, please call:

Philip H. Talbert

Name of Contact Person

at (954) 298-0906

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

TALBERT FINANCIAL SERVICES, INC.

Consultants, Actuaries, Business Appraisers & ESOP Specialists

Offices in Florida and Oregon

April 14, 2014

Irene Albritton
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: SPIN-TRONIX, INC.
Ref. Number P14000012676

Dear Ms. Albritton,

I am returning the Restated Articles of Incorporation for Spin-Tronix, Inc. once again for filing. Also included are two Amendments to the Restated Articles to be filed subsequent to the filing date of the Restated Articles.

The subsequent amendments are as follows:

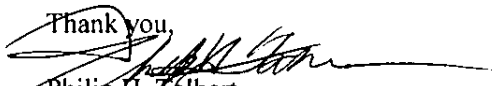
- (1) Certificate of Designation, Preferences, Rights and Limitations of Series A Preferred Stock.
- (2) Certificate of Designation, Preferences, Rights and Limitations of Series B Preferred Stock.

We are enclosing Spin-Tronix, Inc. Check Number 1013 in the amount of \$70.00 for the additional filing fees for these two amendments.

I did try to return your telephone call on three different occasions, but with no answer.

Should you have further questions, please contact me at 954-298-0906.

Thank you,


Philip H. Talbert

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2014

PHILIP H. TALBERT
TALBERT FINANCIAL SERVICES, INC.
3500 GALT OCEAN DRIVE - STE. 1516
FORT LAUDERDALE, FL 33308

SUBJECT: SPIN-TRONIX, INC.
Ref. Number: P14000012676

We have received your document for SPIN-TRONIX, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You have submitted 2(two) documents.

Amendment to Restated Articles can only be filed after the Restated Articles has been filed and the fee to file is \$35.00.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 714A00006524

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RESTATED

ARTICLES OF INCORPORATION

OF

SPIN-TRONIX, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 APR 18 PM 3:11

Pursuant to Chapter 607.1007 Florida Statutes (FS) the undersigned corporation hereby adopts Restated Articles of Incorporation which shall supersede the heretofore existing Articles of Incorporation and all amendments thereto:

ARTICLE I

The name of the corporation is **Spin-Tronix, Inc.**, and the duration hereof shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized shall be:

- (1) To engage in the lawful activity for which corporations may be organized under Chapter 607 Statutes (F.S.);
- (2) To make contracts and incur liabilities in its own behalf or in the behalf of other persons or businesses, whether natural or corporate, and more specifically with the United States or any other government, state, territory, government district or municipality or any instrumentality thereof.
- (3) To purchase or otherwise acquire in whole or in part, the business, goodwill, rights, franchises, licenses, permits, contracts, assets and property of every kind, of any corporation, individual or association; to assume, undertake, guarantee or advance on any note, bond, contract or other obligation, in whole or in part, of any corporation, individual or associate.
- (4) Any or all of the above articles may be engaged in by the corporation in its own behalf and for its own account or as agent, assignee, contractor or subcontractor for any third parties whomsoever.
- (5) To purchase or otherwise acquire, hold, exchange, pledge, assign, sell, transfer, reissue, or otherwise dispose of or distribute shares of its own capital stock, providing such purchase shall be made out of surplus and will work no impairment of capital.

- (6) Lastly, to do any and all other acts and things necessary, incident, proper, desirable or convenient for carrying out the purposes of this corporation or any of them, and generally to engage in any or all of the foregoing enterprises, business and occupations, either within or without the State of Florida or the United States.

The foregoing enumeration of powers is not intended and shall not be held to limit or restrict in any manner the general powers of this corporation under the laws of the State of Florida.

ARTICLE III

The name and Florida address of the registered agent for said corporation is:

Philip H. Talbert
3500 Galt Ocean Drive, Suite 1516
Fort Lauderdale, Florida 33308

Such address shall also be for any official notices.

ARTICLE IV

The number of directors constituting the initial Board of Directors is five (5) and the name and address of the person who is to serve as director until the next annual meeting of the shareholders or until their successors be elected and qualified is:

Philip H. Talbert
3500 Galt Ocean Drive, Suite 1516
Fort Lauderdale, Florida 33308

Kirk Miller
2875 Idlewild Drive #28
Reno, NV 89509-1186

Bradley Lockerman
10970 Ashton Avenue #311
West Los Angeles, CA 90024

Bruce Parsons
4701 NE 12th Ave
Oakland Park, FL 33334

Philip H. Talbert, II
908 Firetree Road
North Palm Beach, FL 33408

ARTICLE V

(1) The aggregate number of shares which the corporation shall have authority to issue is 100,000,000 shares, without par value per share, of common stock ("Common Stock")

(2) The corporation shall also have the authority to issue 10,000,000 shares, without par value per share, of Class B Common Stock ("Class B Common Stock")

(a) Each Class B common share provides for ten (10) votes for each share held of record on all matters submitted to a vote of shareholders.

(b) Class B common shares shall provide for preemptive rights to acquire additional shares or other subscription rights as may be prescribed by the Board of Directors.

(c) Class B common shares may be voted as a class and shall at all times be entitled to elect seventy-five (75) percent of the members of the Board of Directors.

(d) Class B common shares shall provide for conversion to Common Stock as prescribed by the Board of Directors.

(e) Class B common shares shall not receive a dividend until an annual dividend of at least \$0.15 per share is paid on the Common Stock.

(3) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article VI, to provide for the issuance of 10,000,000 shares without par value, of "Preferred Stock" in series, and by filing articles of amendment which are effective without shareholder approval pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualification, limitations or restrictions thereof.

Section 1. Terms Authorized. The authority of the Board of Directors with respect to each series shall include determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate, if any, on the shares of that series;

(c) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for

adjustment of the conversion rate in such events as the Board of directors shall determine;

- (d) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (e) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amounts of such sinking fund;
- (f) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (g) Any other relative rights, preferences and limitations of that series that are permitted by law to vary.

Section 2. Designation. There shall initially be two series of Preferred Stock, with the designation and number of shares as follows:

<u>Designation</u>	<u>Number of Shares</u>
Series A Preferred Stock ("Series A Stock")	5,000,000
Series B Preferred Stock ("Series B Stock")	5,000,000

On the filing of articles of amendment which are effective without shareholder approval with the office of the Corporation Commission of the State of Florida pursuant to the Florida Business Corporation Act (a "Preferred Certificate") with respect to any series of Preferred Stock other than Series A or Series B Stock, any shares of Series A or Series B Preferred Stock not previously issued shall no longer be authorized for issuance by the corporation pursuant to this Article VI (2) but shall remain authorized but unissued shares of Preferred Stock available for issuance pursuant to a duly filed Preferred Certificate.

ARTICLE VI

No holder of shares or securities of the corporation now or hereafter authorized shall have any preemptive right or be entitled as of right to subscribe for, purchase or receive any unissued or treasury shares of any class, whether now or hereafter authorized, or any notes, bonds, debentures, or other securities convertible into, or carrying options or warrants to purchase, shares of any class; but all such unissued or treasury shares of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued or disposed of by the Board of Directors to such persons on such terms as it, in its absolute discretion, may deem advisable. Notwithstanding the forgoing, holders of Class B Common shall have preemptive rights (pursuant to ARTICLE V(2)(b) hereof) to acquire additional shares of Class B Common or other subscription rights as may be prescribed by the Board of Directors.

ARTICLE VII

This corporation shall have the right to purchase its own shares to the extent of any unreserved and unrestricted surplus available therefor, whether capital surplus or earned surplus.

ARTICLE VIII

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any directorship to be filled by reason of an increase in the number of directors of the corporation may be filled by the affirmative vote of a majority of the number of directors fixed as provided by the Bylaws prior to such increase. Any such directorship not so filled by the directors shall be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article IX shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under Chapter 607 Florida Statutes (FS). No amendment to the Florida Statutes that further limits the acts or omissions for which elimination of a liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by Chapter 607.0850 Florida Statutes (FS) any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suite or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director of officer, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Florida Statutes in effect at the time of the determination.

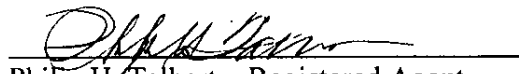
IN WITNESS WHEREOF, I, the undersigned Chairman of Spin-Tronix, Inc, declare under penalties of perjury that I have examined the foregoing document and to the best of my knowledge and belief, it is true, correct and complete.

SPIN-TRONIX, INC.


Philip H. Talbert – Chairman

March 17, 2014
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Philip H. Talbert – Registered Agent

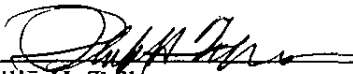
March 17, 2014
Date

**CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION
OF
SPIN-TRONIX, INC.**

- (a) The Restated Articles of Incorporation were adopted by the Board of Directors of the corporation as of March 14, 2014.
- (b) The Restatement contains no amendment to the articles requiring shareholder approval.
- (c) The duly adopted Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

I, Philip H. Talbert, Chairman of Spin-Tronix, Inc. declare under penalties of perjury that the forgoing statements, to the best of my knowledge, are true, correct and complete.

Dated: March 17, 2014



Philip H. Talbert