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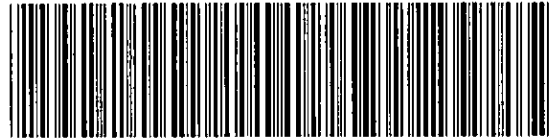
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Account#: 120000000088

Date: 2/17/2023

Name: Janelle Davis

Reference #: 1911609

Entity Name: KYNDERMED, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: Janelle Davis

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KYNDERMED, INC.

Pursuant to provisions of Section 607.1006, Florida Statutes, KynderMed, Inc., a Florida Corporation (the "Corporation"), adopts and submits the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is KynderMed, Inc..

SECOND: Articles III and IV of the Corporation's Articles of Incorporation are deleted in their entirety and the following substituted therefor:

ARTICLE III.

The purpose for which this Corporation is organized is any and all lawful business.

ARTICLE IV

CAPITALIZATION

The Corporation has authority to issue sixty million (60,000,000) shares of capital stock, all of no par value. Forty million (40,000,000) shares shall be designated as common stock ("Common Stock"), and Twenty Million (20,000,000) shares shall be designated as preferred stock ("Preferred Stock"). Common Stock shall have unlimited voting rights and, subject to the rights, preferences, privileges and restrictions of Preferred Stock, are entitled to receive the net assets of the corporation upon dissolution. Of the authorized Preferred Stock, Five Million Five Hundred Thousand (5,500,000) shares are designated "Series A Preferred Stock," which shall have the rights, preferences, privileges and restrictions set forth in Exhibit A attached hereto.. The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of these Articles of Incorporation, to provide for the issuance of the remaining authorized Preferred Stock in one or more series, 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 qualifications, limitations or restrictions thereof. Subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, the Board of Directors of the Corporation may modify, 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 qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but shall not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series; and
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority of payment of dividends on shares of that series. Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and

set apart for payments on the Common Stock with respect to the same dividend period; and

- (c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights; and
- (d) 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; and
- (e) Whether or not 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; and
- (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund; and
- (g) 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
- (h) Any other relative rights, preferences and limitations of that series.

THIRD: Amendment was duly approved and adopted by written consent of the Board of Directors and Shareholders of the Corporation on February 15, 2023.

IN WITNESS WHEREOF, the undersigned, has caused these Articles of Amendment to the Articles of Incorporation of the Corporation to be executed this 15 day of February, 2023.

KYNDERMED, INC.


By: Bill Loughman
Its: CFO

EXHIBIT A
STATEMENT OF DESIGNATIONS, PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS
OF THE
SERIES A PREFERRED STOCK
OF
KYNDERMED, INC.

1. Designation. The series of Preferred Stock to which this Statement of Resolutions relates shall be designated "Series A Preferred Stock" (the "Series A Preferred Stock") of KynderMed, Inc. (the "Corporation"). Each share of Series A Preferred Stock shall have a purchase price equal to Thirty-Two Cents (\$0.32) (the "Purchase Price"). Each share of Series A Preferred Stock shall have the designations, preferences, limitations and relative, participating, optional or other special rights and privileges, and the qualifications, limitations and restrictions as follows:

2. Authorized Shares; Additional Shares. The Corporation is authorized to issued up to Five Million Five Hundred Thousand (5,500,000) shares of Series A Preferred Stock. No additional shares of Series A Preferred Stock may be authorized without the consent of the holders of a majority of the issued and outstanding Series A Preferred Stock.

3. Liquidation Preference.

(a) Upon any Liquidation Event (as defined below), each holder of the Series A Preferred Stock will be entitled to be paid, before any distribution or payment is made upon any Common Stock or any other class of capital stock, other than Preferred Stock that ranks senior or *pari passu* to the Series A Preferred Stock on liquidation, an amount in cash equal to 100% of the Purchase Price per each share of the Series A Preferred Stock held by such holder (collectively, the "Liquidation Amount").

(b) After payment of the Liquidation Amount shall have been made in full to the holders of the Series A Preferred Stock or funds necessary for such payment shall have been set aside by the Corporation in trust for the account of holders of the Series A Preferred Stock so as to be available for such payments, the remaining assets of the Corporation legally available for distribution to its shareholders shall be allocated among the holders of the Common Stock, the Series A Preferred Stock, and the holders of any additional series of capital stock then entitled to participate in such distribution, on a *pro rata* basis, collectively as one class.

(c) If upon any Liquidation Event the remaining assets available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock, and the holders of any class or series of stock ranking on liquidation *pari passu* with the Series A Preferred Stock, the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock and the holders of any class or series of stock ranking on liquidation *pari passu* with the Series A Preferred Stock shall share ratably, on a *pro rata* basis, in any distribution of the remaining assets available for distribution.

(d) Unless otherwise agreed to by the holders of at least a majority of the outstanding shares of Series A Preferred Stock, each of the following will be deemed a "Liquidation Event":

(i) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(ii) the Corporation's direct or indirect sale, license, lease, transfer or other disposition, in any transaction or series of related transactions, of all or substantially all of its assets or (B) any transaction or series of related transactions (including, but not limited to, any consolidation, merger, reverse merger, reorganization, recapitalization, share exchange or sale or issuance of capital stock or other securities) which will result in the holders of the outstanding voting equity securities of the Corporation immediately prior to such transaction (or the affiliates of such holders) not holding more than 50% of the outstanding voting equity securities (on an as-converted basis) of (1) the surviving or resulting entity immediately following such transaction or (2) if the surviving or resulting entity is a wholly owned subsidiary of another entity immediately following such transaction, the parent entity of such surviving or resulting entity, provided that any such transaction which results in the holders of the outstanding voting equity securities of the Corporation immediately prior to such transaction not holding more than 50% of the outstanding voting equity securities (on an as-converted basis) of (i) the surviving or resulting entity immediately following such transaction or (ii) if the surviving or resulting entity is a wholly owned subsidiary of another entity immediately following such transaction, the parent entity of such surviving or resulting entity, shall be deemed to constitute a Liquidation Event if the result of such transaction would be to effect, directly or indirectly, any change that would otherwise require the consent of the holders of the then outstanding shares of Series A Preferred Stock; or

(iii) the commencement by the Corporation of a voluntary case under the United States bankruptcy laws or any applicable bankruptcy, insolvency or similar law of any other country, or the consent to the entry of an order for relief in an involuntary case under any such law or to the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the Corporation or of any substantial part of its property, or the making of an assignment for the benefit of its creditors, or an admission in writing of its inability to pay its debts generally as they become due.

(e) The Corporation shall not have the power to effect any transaction constituting a Liquidation Event pursuant to Section 4(d)(ii)(2) above unless the agreement in respect of the transaction provides that the consideration payable to the shareholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 4(a) and 4(b) above.

(f) Written notice of such Liquidation Event, stating a payment date, the amount of the liquidation payments and the place where said liquidation payments shall be payable, shall be delivered not less than 15 days prior to any payment date stated therein and also the record date specified therein, to the holders of record of the Series A Preferred Stock.

(g) In case the Corporation shall at any time subdivide (by any stock split, stock dividend or otherwise) its outstanding shares of the Series A Preferred Stock into a greater number of shares, the Liquidation Amount for each share of the Series A Preferred Stock in effect immediately prior to such subdivision shall be proportionately reduced, and, conversely, in case the outstanding shares of the Series A Preferred Stock shall be combined into a smaller number of shares, the Liquidation Amount for each share of the Series A Preferred Stock in effect immediately prior to such combination shall be proportionately increased.

4. Voting Rights. Except as expressly set forth herein or as required by law, the Series A Preferred Stock holders shall be entitled to notice of any shareholders' meeting or written consent of the shareholders and shall have one (1) vote per share, and provided further that where the Florida Business Corporation Code (as in effect from time to time, the "Code") requires a class vote of preferred stock, the Series A Preferred Stock will vote with all other outstanding shares of Preferred Stock as a single class, and where the rights, privileges and preferences of the Series A Preferred Stock would be adversely affected as a series (as distinguished from being affected on a pro-rata basis with holders of all other Preferred Stock), a vote or written consent of the holders of two-thirds of the Series A Preferred Stock shall be required.

5. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of Series A Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate.

6. Notices. Any notice required by the provisions hereof to be given to the holders of Series A Preferred Stock shall be deemed given five (5) days after being sent by certified or registered mail, postage and charges prepaid, return receipt requested, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.