

P14000046266

(Requestor's Name)

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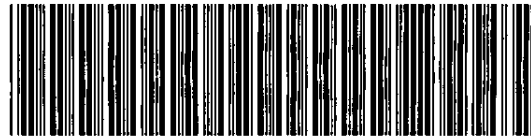
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 SEP 30 PM 1:30

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*Amel*

OCT 9 2014

R. WHITE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** FONEVILLE INC.

**DOCUMENT NUMBER:** P14000046266

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

Please return all correspondence concerning this matter to the following:

Elena Dragut

Name of Contact Person

Foneville Inc.

Firm/ Company

314 E Dania beach Blvd. 117

Address

Dania Beach, Florida 33004

City/ State and Zip Code

admin@foneville.com

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

For further information concerning this matter, please call:

Elena Dragut

Name of Contact Person

at ( 954 )

809-4816

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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

14 SEP 30 PM 1:30

Foreville Inc

SECRETARY OF STATE  
STATE HOUSE, FLORIDA

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

P14000046266

(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*

**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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____



The date of each amendment(s) adoption: 20-August-2014, 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 20-August-2014

Signature Elena Dragut

(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)

Elena Dragut

(Typed or printed name of person signing)

Director & Company Secretary

(Title of person signing)

# EXHIBIT (A)

## Articles of Amendment Preferred and Common Stock

Pursuant to the provisions of Section 607.0602, 607.1002 and 607.1003 of the Florida Business Corporation Act (the "Act"), Foneville Inc., a Florida corporation (the "Corporation") hereby certifies that on August 20, 2014, pursuant to the authority expressly vested in the Board of Directors of the Corporation and the Shareholders of the Corporation, and in accordance with the provisions of Section 607.0602 607.1002 and 607.1003 of the Act, the Board of Directors and Shareholders have duly adopted the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is FONEVILLE INC.,
2. **RESOLVED**, that, Article IV of the Articles of Incorporation is hereby deleted and substituted with the following:

### ARTICLE IV CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 350,000,000 shares, consisting of: (a) 300,000,000 shares, \$.001 par value per share of Common Stock (the "**Common Stock**"), (b) 50,000,000 shares of 11% Convertible Preferred Stock, which shall be non-cumulative and have a par value \$0.001 per share (the "**Preferred Stock**") The Board of Directors hereby further fix the powers, designations, preferences and other special rights and the qualifications, limitations and restrictions of the Common and Preferred Stock.

#### Common Stock

**Voting.** The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders, provided however, that except as otherwise required by law, the holders of the Common Stock shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of the Preferred Stock.

#### Preferred Stock

1. **Number and Designation.** Fifty Million (50,000,000) shares of the Preferred Stock of the Corporation shall be designated as 11% Convertible Preferred Stock (the "**Preferred Stock**").
2. **Rank.** The Preferred Stock shall, with respect to rights on liquidation, dissolution and winding-up, rank (i) senior to all classes of the Corporation's **Common Stock**, and to each other class of capital stock of the Corporation or series of Preferred Stock of the Corporation established hereafter by the Board of Directors for the Corporation, the terms of which do not expressly provide that it ranks senior to, or on a parity with, the Preferred Stock as to rights on liquidation, winding-up and dissolution of the Corporation.

3. **Conversion.** The Preferred Stock shall have the right of conversion to common stock at the ratio of one for three (1 for 3). The preferred stockholder can at anytime convert his preferred stock into common stock and get three (3) shares of common stock for every (1) one share of preferred stock.

4. **Dividends.** The Preferred Stock shall be entitled to receive or be paid 11% preferential dividends as specifically authorized by the Board of Directors of the Corporation. The preferred stock is non-cumulative preferred stock—Dividends for the preferred stock will not accumulate if they are unpaid.

5. **Liquidation Preference.**

In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of Junior Securities, the holder of each share of Preferred Stock shall be entitled to receive an amount per share equal to (.50) per share, and such holder shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding-up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Preferred Stock. Solely for the purpose of this paragraph 5 neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation nor the consolidation or merger of the Corporation with or into one or more other entities shall be deemed to be a liquidation, dissolution or winding-up of the Corporation.

6. **Redemption Rights.** Any redemption of Series A Preferred Shares will be subject to Management and Board of Directors approval and subject to the financial wherewithal of the Company to execute such redemption.

7. **Voting Rights.**

(a) The Preferred Stock is a class of ownership in Foneville Inc that has a higher claim on the assets and earnings than common stock. The Preferred Stock has a dividend that must be paid out before dividends to common stockholders and the shares do not have voting rights on all matters and shall only be entitled to vote on matters that affect the preferences, rights or powers of the Preferred Stock.

(b) In addition, so long as any of the Preferred Stock is outstanding, the affirmative vote of the holders of a majority of the outstanding shares of Preferred Stock, voting together as a single class, shall be necessary to:

(i) amend, alter or repeal any provision of the Amended Articles of Incorporation (whether by amendment, merger or otherwise) or the



Bylaws so as to adversely affect the preferences, rights or powers of the Preferred Stock, including, without limitation, the voting powers and liquidation preference of the Preferred Stock, or change the Preferred Stock into any other securities, cash or other property or

- (ii) issue any additional Preferred Stock or create, authorize or issue any capital stock that ranks prior to the Preferred Stock with respect to or upon liquidation, dissolution, winding-up or otherwise. Except as otherwise required by law, the vote of holders of shares of Common Stock shall not be necessary to accomplish any of the actions contemplated by 7(a) and (b).

3. The amendment hereby made to the Articles of Incorporation were duly adopted by the all the members of the Board of Directors of the Corporation and the Shareholders on August 20th, 2014.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Article of Incorporation of FONEVILLE INC., this 20th day of August 2014.

FONEVILLE INC

A handwritten signature in black ink, appearing to read "Elena Dragut", written over a horizontal line.

Elena Dragut, Director, Company Secretary