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14 DEC 18 PM 1:25

Amend
@ 12/25/14



December 17, 2014

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: First Amendment to the Articles of Incorporation of *ProdigyGolfer, Inc.*

Dear Sir or Madam:

Enclosed please find: (A) the original signed First Amendment to the Articles of Incorporation of *ProdigyGolfer, Inc.*; and (B) a check in the amount of \$35.00 to cover the filing fee. Please file the First Amendment to the Articles of Incorporation, and send notification of same to Edward R. Alexander, Esq., Entrepreneurship Law Firm, P.L., 220 N. Rosalind Ave., First Floor, Orlando, FL 32801.

If you have any questions or need further information, please call me at 407- 649-7777. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander, Jr.', written over a horizontal line.

Edward R. Alexander, Jr.

Enclosures

ERA/fhb

**FIRST AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

PRODIGYGOLFER, INC.

(Designation of Series Seed Preferred Stock)

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ProdigyGolfer, Inc., a Florida corporation (the "**Company**"), by and through its President and Chief Executive Officer, hereby adopts this first amendment to its Articles of Incorporation of August 4, 2014 (the "**Articles of Incorporation**"), as hereinafter set forth.

1. Pursuant to §§607.1002 and 607.0602, Florida Statutes, on December 15, 2014, the Board of Directors of the Company unanimously adopted and approved this first amendment to the Articles of Incorporation of the Company.

2. The following Section 8 is added to Article IV of the Articles of Incorporation:

Section 8 Designation of Series Seed Preferred Stock. Of the one million nine hundred thousand (1,900,000) shares of capital stock of this Company designated as Preferred Stock in accordance Section 3 of this Article IV, a total of 604,444 shares shall be designated as "**Series Seed Preferred Stock**" with the rights, preferences, privileges and restrictions set forth below in this Section 8 (notwithstanding any contrary provisions of Sections 4, 5 or 6 of this Article IV).

(A) **Voting Rights.** Each share of Series Seed Preferred Stock shall be:

- (1) entitled to that number of votes equal to the number of shares of Common Stock into which such share of Series Seed Preferred Stock could then be converted (as described below) and shall have voting rights and powers equal to the those set forth in Section 4 of this Article IV, except as otherwise expressly provided in this Section 8 or as otherwise required by law, voting together with the all other shares of Series Seed Preferred Stock as a single class; and
- (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company.

Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series Seed Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(B) **Election of Board Member.** The holders of the Series Seed Preferred Stock, voting as a class, shall, until the occurrence of a Qualified Financing (as defined below), be entitled to elect one (1) member of the Board of Directors of the Company. If at any time there are more than

50,000 shares of Series Seed Preferred Stock issued and outstanding: (i) specific persons are required to be elected to the Board of Directors pursuant to the Company's then current Articles of Incorporation, as amended, Bylaws or any shareholders or voting agreement concerning the Company; and (ii) such specific persons comprise the entire board of directors of the Company; then, notwithstanding any contrary provisions of the Bylaws or any shareholders agreement or voting agreement, the number of members of the Board of Directors shall be increased by one without the necessity of a vote of the shareholders to that number that is one greater than such number of specific persons and such additional director shall be elected pursuant to the provisions of this Article IV, Section 8(B). "**Qualified Financing**" means the sale by the Company of any securities issued by it in any single transaction or series of related transactions (e.g., a single offering) where the gross proceeds received by the Company from such sale or sales is equal to or greater than \$300,000.00 before expenses.

- (C) Liquidation Preference. Upon the occurrence of a Liquidation Event (as defined below) the holders of the Series Seed Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and/or any other Preferred Stock by reason of their ownership thereof, an amount equal to \$0.4963 per share of Series Seed Preferred Stock (as adjusted for any combinations, consolidations, recapitalizations, stock distributions and stock dividends) plus an amount equal to all declared but unpaid dividends, if any (being the "**Series Seed Preferred Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series Seed Preferred Stock shall be insufficient to permit the payment to all such holders of the full Series Seed Preferred Amount, then the entire assets and funds of the Company legally available for distribution shall be divided between the shares on a pro rata basis. "**Liquidation Event**" means: (1) the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; (2) the consolidation or merger of the Company with or into any other corporation or corporations, or other corporate reorganization in which the Company is not the surviving entity (unless the shareholders of the Company hold more than 50% of the voting power of the surviving Company); or (3) a sale of all or substantially all of the assets of the Company (unless the shareholders of the Company hold more than 50% of the voting power of the purchasing entity).

- (D) Conversion. The holders of Series Seed Preferred Stock shall have conversion rights as follows:

- (1) Right to Convert. Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits,

combinations, consolidations, recapitalization and stock dividends or distributions.

- (2) Automatic Conversion. Each share of Series Seed Preferred Stock shall automatically be converted into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits, combinations, consolidations, recapitalization and stock dividends or distributions, immediately prior to the earlier of the closing of the sale of shares of the Company's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

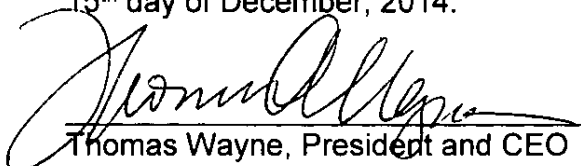
- (E) Designation of Preferred Stock with Rights, Privileges and Preferences Superior to the Series Seed Preferred Stock. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Company may, in accordance with these Articles of Incorporation, as amended, issue all or any portion of the remaining authorized but unissued Preferred Stock (the "**Additional Preferred Stock**") with rights, preferences, privileges, including, without limitation, conversion, voting, liquidation and dividend preferences, that are superior to those of the previously designated and issued Series Seed Preferred Stock of the Company without the approval of the holders of the issued and outstanding Series Seed Preferred Stock, if, and only if:

- (1) the per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$0.4963, subject to adjustment for splits, combinations, consolidations, recapitalization and stock dividends or distributions; and
- (2) no liquidation preference so designated is in excess of the per share purchase price for such Additional Shares.

This Section 8(E) of this Article IV shall not be deemed to limit or otherwise modify or amend the provisions of Section 3 of this Article IV, except as expressly set forth herein.

4. Except as modified hereby, the Articles of Incorporation of the Company shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 15th day of December, 2014.


Thomas Wayne, President and CEO