

P14000072009

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CARDIFF LEXINGTON CORPORATION**

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Articles of Amendment
to
Articles of Incorporation
of

Cardiff Lexington Corporation

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

P14000072009

(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:

(City)

Florida

(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

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

E. If amending or adding additional Articles, enter change(s) here: (Attach additional sheets, if necessary). (Be specific)

The Amended Articles of Incorporation increase our authorized shares of common stock, par value \$0.001 per share, to 7,500,000,000 shares from 2,000,000,000 shares, and to increase our authorized shares of blank check preferred stock, par value \$0.001 per share, to 1,000,000,000 shares from 100,000,000 shares and consolidate all of the previous amendments to our Articles of Incorporation in one document for ease of reference. This consent was sufficient to approve the Amended Articles of Incorporation, which are described in this Information Statement. The Amended Articles of Incorporation will become effective upon filing with the Florida Secretary of State, but no earlier than twenty (20) calendar days after filing and dissemination of the Definitive Information Statement. The Definitive Information Statement was filed and accepted December 19, 2018.

It was agreed upon by the Board of Directors and its "Series L" Shareholders to amend its Rights & Privileges as follows: All issued shares are subject to dilution. The Company acknowledges and agrees it owes Seller \$1,278,000 as per the acquisition purchase agreement and hereby may be subject from time to time to issue additional shares to cover any losses to Seller. All issued "L" Series Shares shall have a par value of \$0.001 per share with voting rights 1 vote per share. All newly issued Stock are subject to a Lock-Up/Leak-Out liquidation limit of 20% per year.

Series L1 shares are non-dilutive shares with an authorized par value of \$0.001 per share. Voting rights - NONE. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. L1 will have a 12-month minimum holding period; thereafter liquidation limited to 20% per year.

It was agreed upon by the Board of Directors to terminate Standard Registrar & Transfer as the Company's transfer agency and to appoint Transfer Online, Inc. as our new transfer agency effective March 5th, 2019.

It was also agreed by the Board of Directors and its shareholders to do a reverse split of 1500 to 1. We anticipate this taking effect by March 11, 2019.

The Amended Articles of Incorporation will become effective upon filing with the Florida Secretary of State.

CARDIFF LEXINGTON CORPORATION AMENDED ARTICLES OF INCORPORATION

(a) The name of the corporation is Cardiff Lexington Corporation. (the "Corporation").
(b) The Amended Articles of Incorporation are as follows:

ARTICLE I

NAME

The name of the Corporation is Cardiff Lexington Corporation

ARTICLE II

PRINCIPAL OFFICE

The address of the registered office in the state of Florida is 401 E. Las Olas Blvd., Ste. 1400, Fort Lauderdale, Florida 33301.

ARTICLE III

PURPOSE

1. **PURPOSE** - The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Florida corporate law.

2. **GENERAL POWERS** - Except as restricted by these Articles of Incorporation, the Corporation shall have and may exercise all powers and rights which a corporation may exercise legally pursuant to Florida Laws.

3. **ISSUANCE OF SHARES** - The Board of Directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 9,583,621,099 shares consisting of:

- (a) Seven Billion, Five Hundred Million (7,500,000,000) shares of Common Stock, \$0.001 par value per Share ("Common Stock"); and
- (b) One Billion, (1,000,000,000) Blank Check Preferred Shares, \$0.001 par value per Share ("Blank Check Preferred Stock"); and
- (c) 1,083,621,099 shares of the following Series of Preferred Stock which have been designated prior to the date hereof; and

As of the date hereof, the following Series of Preferred Stock have been designated by the Board of Directors. The total number of shares of Preferred Stock authorized for these series is 327,697,383 shares, which is in addition to the 1,000,000,000 shares of Blank Check Preferred Stock authorized by Article 4(b) above:

Series A – Four (4) shares authorized, par value \$0.0001 per share. votes with the common and shall hold the majority vote of all shares of the company at all times;

Series B – 3,000,000 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts at the discretion of the holder to common stock at a ratio of 1 share of preferred to 5 shares common. The Board of Directors have agreed to adjust all issued and outstanding shares of Series “B” Preferred Stock to \$0.50 per share. This minimum cannot be diluted due to actions taken by the Company, its BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. Liquidation limited to 20% per year.

Series C – 500 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts at the discretion of the Company to common stock at a ratio of 1 share preferred to 100,000 shares common.

Series D – 800,000 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 5 shares common. The Board of Directors have agreed to adjust all issued and outstanding shares of Series “D” Preferred Stock to \$0.50 per share. This minimum cannot be diluted due to actions taken by the Company, its BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. Liquidation limited to 20% per year.

Series E – 1,000,000 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 5 shares common. The Board of Directors have agreed to adjust all issued and outstanding shares of Series “E” Preferred Stock up to \$0.50 per share. This minimum cannot be diluted due to actions taken by the Company, its BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. Liquidation limited to 20% per year.

Series E1 – 1,000,000 shares authorized, par value \$0.001 per share. Voting rights – NONE. Converts to common stock at a ratio of 1 share preferred to 5 shares common. Series E1 stock cannot be sold for less than \$0.50 per share and cannot be diluted due to actions taken by the Company, BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. Liquidation limited to 20% per year.

Series F – 800,000 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 5 shares common. The Board of Directors have agreed to adjust all issued and outstanding shares of Series “F” Preferred Stock up to \$0.50 per share. This minimum cannot be diluted due to actions taken by the Company, its BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. Liquidation limited to 20% per year.

Series F1 – 800,000 shares authorized, par value \$0.001 per share. Voting rights – NONE. Converts to common stock at a ratio of 1 share preferred to 5 shares common. Series F1 stock cannot be diluted due to actions taken by the Company, BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. The Board of Directors have agreed to adjust all issued and outstanding shares of Series “F1” Preferred Stock to \$0.50 per share. This minimum cannot be diluted due to actions taken by the Company, its BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. Liquidation limited to 20% per year.

Series G – 20,000,000 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. Series G stock cannot be diluted due to actions taken by the Company, BOD and/or its shareholders.

Series G1 – 10,000,000 shares authorized, par value \$0.001 per share. Voting rights – NONE. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. Series G1 stock cannot be diluted due to actions taken by the Company, BOD and/or its shareholders.

Series H – 4,859,379 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common.

Series H1 – 3,000,000 shares authorized, par value \$0.001 per share. Voting rights – NONE. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common.

Series I – 500,000,000 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 1.5 shares common. Series I stock cannot be diluted due to actions taken by the Company, BOD and/or its shareholders.

Series J – 10,000,000 shares authorized, par value \$0.001 per share. Voting rights – NONE. votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. Series J stock cannot be diluted due to actions taken by the Company, BOD and/or its shareholders.

Series J1 – 7,500,000 shares authorized, par value \$0.001 per share. Voting rights – NONE. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. Series J1 stock cannot be diluted due to actions taken by the Company, BOD and/or its shareholders.

Series K – 10,937,500 shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. 12-month minimum holding period; thereafter liquidation limited to 20% per year.

Series K1 – 35,000,000 shares authorized, par value \$0.001 per share. Voting rights – NONE. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common.

Series L – 100,000,000 non-dilutive shares authorized, par value \$0.001 per share. Voting rights – votes with the common at 1 vote per share. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. The Board of Directors have agreed to adjust all issued and outstanding shares of Series “L” Preferred Stock to minimum of \$1,278,000 in value. This minimum cannot be diluted due to actions taken by the Company, its BOD and/or its shareholders. All newly issued Stock are subject to a lockup / leakout agreement. Liquidation limited to 20% per year.

Series L1 - 100,000,000 non-dilutive shares authorized, par value \$0.001 per share. Voting rights - NONE. Converts to common stock at a ratio of 1 share preferred to 1.25 shares common. 12-month minimum holding period; thereafter liquidation limited to 20% per year.

1. COMMON STOCK

(a) **Voting.** Except as otherwise expressly provided by law, or in the Articles of Incorporation the, holders of Common Stock shares have voting rights on all matters requiring a vote of shareholders. Every Common shareholder shall be entitled to one vote in person or by proxy for each share of stock entitled to vote held by such shareholder.

(b) **Other Rights.** Each share of Common Stock issued and outstanding shall be identical in all respects one with the other and no dividends shall be paid on any shares of Common Stock unless the same is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Blank Check Preferred Stock, or except as may be provided by the laws of the State of Florida.

2. BLANK CHECK PREFERRED STOCK

Issuance. The Blank Check Preferred Stock may be issued from time to time in one or more series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board is expressly authorized, prior to issuance of any series of Blank Check Preferred Stock, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designation, relative powers, preferences and rights, and the qualification, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board, but not in limitation of the powers conferred on the Board thereby and by Florida law, the Board is expressly authorized to determine with respect to each series of Blank Check Preferred Stock:

- (i) The designation (s) of such series and the number of shares (which from time to time may be decreased by the Board, but not below the number of such shares then outstanding, or may be increased by the Board unless otherwise provided in creating such series) constituting such series;
- (ii) The rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such individual series, the status of such dividends as cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such share are entitle to any preference.
- (iii) The rights and preferences, if any, of the shareholders of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of the Company, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;
- (iv) The full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights provided by law;
- (v) The times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount the shareholders of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the share of such series;
- (vi) The rights, if any, of shareholders of such series to convert such shares into, or to exchange such shares for, shares of any other classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;
- (vii) The limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and
- (viii) The conditions or restrictions, if any, upon the issue of any other class rankings on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and
- (ix) Any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitation or restrictions thereof, of the shares of such series; in each case, so far as not inconsistent with the provisions of the Article of Incorporation or the Florida Business Corporation Act as then in effect.

3. ISSUANCE OF CERTIFICATES

The Board shall have the authority to issue shares of the capital stock of the Company and the certificates therefore subject to such transfer

restrictions and other limitations as it may deem necessary to promote compliance with applicable federal and state securities laws, and to regulate the transfer thereof in such manner as may be calculated to promote such compliance or to further any other reasonable purpose.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: February 25, 2019
date this document was signed. _____, if other than the

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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):

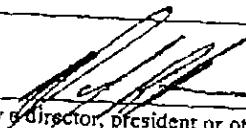
"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

☐ 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.

February 25, 2019
Dated _____

Signature


(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)

Daniel Thompson

(Typed or printed name of person signing)

Chairman

(Title of person signing)