

15000023965

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

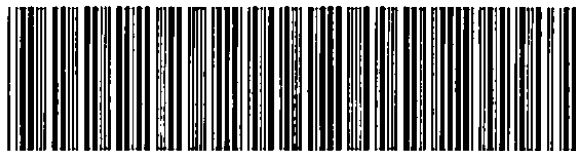
(Business Entity Name)

(Document Number)

Copies _____ Certificates of Status _____

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Office Use Only



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R. WHITE
JAN 27 2020

2019 12 27 PM 3:22

COVER LETTER

Amendment Section
Division of Corporations

OF CORPORATION: KnightGuard Corporation

IDENT NUMBER: P15000023965

Enclosed *Articles of Amendment* and fee are submitted for filing.

Return all correspondence concerning this matter to the following:

G. Thomas Bland, Jr.

Name of Contact Person

Knight Guard Corporation

Firm/ Company

1150 Louisiana Avenue, Suite 6

Address

Winter Park, FL 32789

City/ State and Zip Code

tom@knightguardcorp.com

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

For information concerning this matter, please call:

at 407 765-2204
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 15, 2020

G. THOMAS BLAND, JR.
1150 LOUISIANA AVE STE 6
WINTER PARK, FL 32789

SUBJECT: KNIGHT GUARD CORPORATION
Ref. Number: P15000023965

We have received your document for KNIGHT GUARD CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 120A00001185

2020 JAN 27 2:11:09

Articles of Amendment
to
Articles of Incorporation
of

2015.127 P: 3:22

Guard Corporation

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

0023965

(Document Number of Corporation (if known))

to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to
Articles of Incorporation:

Changing name, enter the new name of the corporation:

NIA

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation
"Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the
words "professional association," or the abbreviation "P.A."

new principal office address, if applicable:

NIA

Principal office address MUST BE A STREET ADDRESS)

new mailing address, if applicable:

NIA

Mailing address MAY BE A POST OFFICE BOX

Changing the registered agent and/or registered office address in Florida, enter the name of the
registered agent and/or the new registered office address:

Name of New Registered Agent

NIA

(Florida street address)

New Registered Office Address:

Florida

(City)

(Zip Code)

Registered Agent's Signature, if changing Registered Agent:

I accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

NIA

Signature of New Registered Agent, if changing

When adding 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:

(Use additional sheets, if necessary)

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 title. For example, 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

N/A

Action (One)	Title	Name	Address
Change	_____	_____	_____
Add	_____	_____	_____
Remove	_____	_____	_____
Change	_____	_____	_____
Add	_____	_____	_____
Remove	_____	_____	_____
Change	_____	_____	_____
Add	_____	_____	_____
Remove	_____	_____	_____
Change	_____	_____	_____
Add	_____	_____	_____
Remove	_____	_____	_____
Change	_____	_____	_____
Add	_____	_____	_____
Remove	_____	_____	_____
Change	_____	_____	_____
Add	_____	_____	_____
Remove	_____	_____	_____

ending or adding additional Articles, enter change(s) here:

ch additional sheets, if necessary). (Be specific)

Guard Corporation's current Articles of Incorporation have 10,000,000 shares of Common stock and 90,000,000

of Preferred shares authorized, of which all shares of Common and 36,100,000 shares of Preferred are issued. The

of Amended Articles of Incorporation reclassify 51,000,000 of the current Preferred Shares to Class A, Non-

Convertible Preferred Shares. With this reclassification, the authorized shares for Knight Guard shall now be listed as

; 10,000,000 shares of Common Stock authorized, 39,000,000 shares of Preferred Stock authorized, and 51,000,000

of Class A, Non-Convertible Preferred Stock authorized.

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)

N/A

December 10, 2019

Date of each amendment(s) adoption: _____, if other than the
document was signed.

December 10, 2019

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

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.

Number of Amendment(s) (CHECK ONE)

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.

Amendment(s) was/were approved by the shareholders through voting groups. The following statement
has been 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)"


Amendment(s) was/were adopted by the board of directors without shareholder action and shareholder
action was not required.

Amendment(s) was/were adopted by the incorporators without shareholder action and shareholder
action was not required.

December 12, 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)

G. Thomas Bland, Jr.

(Typed or printed name of person signing)

Chairman/CEO

(Title of person signing)

ATTACHEMENT TO
THE
SECOND AMENDED
ARTICLES OF INCORPORATION
for
Knight Guard Corporation

ursuant to Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned
lorida corporation hereby adopts the following Amended Articles of Incorporation.

ARTICLE I – NAME

h name of the corporation is Knight Guard Corporation (hereinafter referred to as the
Corporation”).

ARTICLE II – AMENDMENTS TO ATICLES OF INFCORPORATION

he restated Articles of Incorporation of the Corporation contain amendments to the
rticles of Incorporation requiring shareholder approval.

**ARTICLE 111 – ADOPTION AND TEXT OF THE RESTATED ARTICLES OF
INCORPORATION**

n accordance with Section 607.0821 of the Florida Statutes, and a majority of the
hareholders entitled to vote of each class of outstanding shares of stock of the
orporation, the Amended Articles of Incorporation have been approved by written
nsent prior to the date hereof, in accordance with the provisions of section 607.0704 of
e Florida Statutes. The following is a true and correct copy of the resolution approving
e Amended Articles of Incorporation:

ESOLVED, that the Articles of Incorporation of the Corporation be amended in their
ntirety to read as follows:

ARTICLE I - NAME OF CORPORATION

he name of this Corporation is Knight Guard Corporation.

RTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

he principal office and mailing address of the Corporation is 1150 Louisiana Avenue,
site 6, Winter Park, Florida 32789.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized shall be to engage in any lawful acts or activities for which a corporation may be organized under Chapter 607 of Florida Statutes, as the same may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

Authorized Capital Stock.

A) The maximum aggregate number of shares of common stock, par value of \$.00001 per share (the "Common Stock"), that this Corporation shall have authority to issue is Ten Million (10,000,000) shares.

B) The maximum aggregate number of shares of preferred stock, par value \$.00001 per share that this Corporation shall have authority to issue is Thirty-Nine Million (39,000,000) shares.

C) The maximum aggregate number of shares of Class A Non-Convertible preferred stock, par value \$.00001 per share that this Corporation shall have authority to issue is Fifty-One Million (51,000,000) shares.

D) No fractional shares shall be issued.

E) All shareholder of any stock of the Corporation shall have preemptive rights: Each share of the Corporation entitles the holder to a preemptive right, for a period of 30 days, to subscribe for, purchase or otherwise acquire securities of the Corporation. This right applies to any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation that the Corporation proposes to issue, or any rights or options that the Corporation proposes to grant for the purchase of shares of the same class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation that are convertible into or exchangeable for, or that carry any rights to subscribe for, purchase or otherwise acquire share of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status and whether the proposed issue, reissue transfer or grant is for cash, property or any other lawful consideration. After the expiration of 30 days, any and all of the shares, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred or granted by the board of directors, as the case may be, to any persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine.

Rights and Preferences of Preferred Stock. The powers, designations, preferences and relative, participating, optional or other special rights of the Preferred Stock authorized hereunder, and the qualifications, limitations and restrictions of such

references and rights, are as follows:

A) Dividends. The holders of shares of Preferred Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding), or otherwise. No dividend or distribution shall be declared without the unanimous consent of the Board of Directors of the Corporation. Dividends declared on the Preferred Stock may differ from and may exceed dividends declared on the Common Stock; (please refer to Corporate By-Laws), provided that no dividend or distribution shall be paid on any Common Stock at a rate that is greater than the rate at which dividends or distributions are paid on the Preferred Stock (based on the number of shares of Common Stock into which the Preferred Stock is convertible on the date such dividend or distribution is declared).

B) Voting. Except as otherwise required by law or as set forth herein, the Preferred Stock shall be non-voting.

C) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), each holder of Preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock, pari passu with any payment or declaration made in respect of the Common Stock upon Liquidation. If, upon the occurrence of such an event, the assets and funds of the Corporation thus distributed to the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed pro rata among the holders of the Common Stock and Preferred Stock. A Liquidation shall be deemed to have occurred if, and only if: (i) the Corporation shall reorganize its capital, classify its capital stock, consolidate or merge with or into another entity (where the Corporation is not the survivor or where there is a change in or distribution with respect to the Common Stock), sell, convey, transfer or otherwise dispose of all or substantially all of its capital stock, property, assets or business to another entity, or effectuate a transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of and, (ii) in each case, a non-interested quorum of the Board of Directors of the Corporation declares by majority determination that any such event shall be treated as a liquidation under this paragraph. All prior transactions by the Corporation and shareholders are ratified as not constituting any Liquidation.

Initial Officers and Board of Directors:

Thomas Bland, Jr. shall serve as Chairman (Director); CEO, Secretary and Treasurer (Officer). Mr. Bland maintains an office at 1150 Louisiana Ave., Suite 6, Winter Park, FL 32789.

Mr. Erik Olson shall serve as President (Officer). Mr. Olson maintains an office at 1150 Louisiana Ave., Suite 6, Winter Park, FL 32789.

Rebecca Burnett shall serve as CFO (Officer). Mrs. Burnett maintains an office at 1150 Louisiana Ave., Suite 6, Winter Park, FL 32789.

ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida shall be 1150 Louisiana Ave. Suite 5C, Winter Park, FL 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is G. Thomas Bland, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI – BOARD OF DIRECTORS

a. The number of directors of this Corporation shall be not less than three (3) nor more than fifteen (15).

b. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

c. Members of the Board of Directors shall hold office for one (1) Calendar year or until their successors are elected or appointed and have qualified.

ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII - INDEMNIFICATION

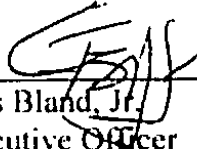
The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provisions of these Articles of Incorporation are intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business

Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act."

ARTICLE IV – EFFECTIVE DATE OF INCORPORATION

The effective date of the Articles of incorporation for the Corporation set forth herein shall be the date of filing these Articles with the Secretary of State of the State of Florida.

Dated this 10th day of December, 2019.

By: 
G. Thomas Bland, Jr.
Chief Executive Officer
KNIGHT GUARD CORPORATION

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Knight Guard Corporation, with its registered office, as indicated in the Articles of Incorporation at 1150 Louisiana Ave. Suite 5C, Winter Park, State of Florida, has named G. Thomas Bland, Jr. located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in foregoing Articles of Incorporation, the undersigned hereby accepts such designation and appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, and is familiar with and accepts the obligations of Section 607.0505 of the Florida Statutes.

Dated: 10/12 —, 2019



G. Thomas Bland, Jr.



Knight Corporation
1150 Louisiana Avenue, Suite 6
Winter Park, FL 32789

January 23, 2020

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Attention: Rebekah White

Dear Ms. White:

Please see the enclosed Amended Articles of Incorporation for Knight Guard Corporation. This information is being resubmitted, per the enclosed letter received, as an Articles of Amendment pursuant to applicable Florida Statutes.

If there are any further modifications required, or if you have any questions, please contact me at (407) 718-0720. Thank you.

Sincerely,

Rebecca T. Burnett
Chief Financial Officer