

P15 060065631

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

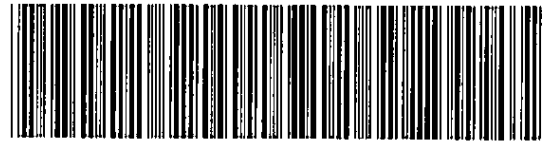
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amend

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2021 OCT 27 AM 11:34
CLERK OF STATE
TREASURY OF STATE

10/27/21--01016--015 **35.00

A. RAMSEY

NOV 0 8 2021

*00789, 00524, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Atlas Technology Group, Inc.

DOCUMENT NUMBER: P15000065631

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

Please return all correspondence concerning this matter to the following:

David Cutler
Name of Contact Person
Atlas Technology Group, Inc.
Firm/ Company
PO Box 147165
Address
Lakewood, CO 80214
City/ State and Zip Code
atlastechnology@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Cutler at (303) 968 3281
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 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) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

Articles of Amendment
to
Articles of Incorporation
of

2021 OCT 27 AM 11:34

Atlas Technology Group, Inc.

SECRETARY OF STATE

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

P15000065631

(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:

N/A

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**)

2255 Sheridan Blvd, C208

Edgewater, CO 80214

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

PO Box 147165

Lakewood, CO 80214

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 URS Agents LLC

(Florida street address)

New Registered Office Address: 3458 Lakeshore Drive, Tallahassee, Florida 32312
(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.

URS Agents LLC
Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>CEO/D</u>	<u>Morris, Cortney</u>	<u>5837 NW Bates</u>
<input type="checkbox"/> Add			<u>Port St Lucie, FL 34986</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>CEO/D</u>	<u>Green, Redgie</u>	<u>PO Box 147165</u>
<input checked="" type="checkbox"/> Add			<u>Lakewood, CO 80214</u>
<input type="checkbox"/> Remove			
3) <input checked="" type="checkbox"/> Change	<u>CFO/D</u>	<u>Cutler, David</u>	<u>PO Box 147165</u>
<input type="checkbox"/> Add			<u>Lakewood, CO 80214</u>
<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			

E. If amending or adding additional Articles, enter change(s) here:

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

Cancelling the previous Certificate of Designation for Series A Preferred Stock and adopting a new Certificate of Designation for Series A Super Majority Voting Convertible Stock (see attached).

Date of adpotion May 29, 2021.

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)

May 29, 2021

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

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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ 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)

Dated October 26, 2021

Signature [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)

David Cutler

(Typed or printed name of person signing)

Director

(Title of person signing)

**CERTIFICATE OF DESIGNATION OF
SERIES A SUPER MAJORITY VOTING CONVERTIBLE PREFERRED STOCK
OF
ATLAS TECHNOLOGY GROUP, INC**

It is hereby certified that:

1. The name of the Company (hereinafter called the "Company") is Atlas Technology Group, Inc., a Florida corporation.
2. The Certificate of Incorporation of the Company authorizes the issuance of Twenty-Five Million (25,000,000) shares of preferred stock, \$0.00001 par value per share, and expressly vests in the Board of Directors of the Company the authority provided therein to issue any or all of said shares in one (1) or more series and by resolution or resolutions to establish the designation and number and to fix the relative rights and preferences of each series to be issued.
3. The Board of Directors of the Company, pursuant to the authority expressly vested in it as aforesaid, has adopted the following resolutions creating a class of Series A Super Majority Voting Convertible Preferred Stock:

RESOLVED, that one (1) of the Twenty-Five Million (25,000,000) authorized shares of Preferred Stock of the Company shall be designated Series A Convertible Preferred Stock, \$0.00001 par value per share, and shall possess the rights and preferences set forth below:

Section 1. Designation and Amount. The shares of such series shall have \$0.00001 par value per share and shall be designated as Series A Super Majority Voting Convertible Preferred Stock (the "Series A Super Majority Voting Convertible Preferred Stock").

Section 2. Rank. The Series A Super Majority Voting Convertible Preferred Stock shall rank: (i) senior to any other class or series of outstanding Preferred Shares or series of capital stock of the Company; (ii) prior to all of the Company's Common Stock, \$0.00001 par value per share ("Common Stock"); (iii) prior to any class or series of capital stock of the Company hereafter created not specifically ranking by its terms senior to or on parity with any Series A Super Majority Voting Convertible Preferred Stock of whatever subdivision (collectively, with the Common Stock and the Existing Preferred Stock, "Junior Securities"); and in each case as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions").

Section 3. Dividends. The Series A Super Majority Voting Convertible Preferred Stock shall bear no dividend.

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Section 4. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the Holders of the share of Series A Super Majority Voting Convertible Preferred Stock shall be entitled to receive, first over any other Senior Securities required by the Company's Certificate of Incorporation or any certificate of designation, and prior in preference to any distribution to Junior Securities but in parity with any distribution to Parity Securities, an amount per share equal to \$1.00 per share. If upon the occurrence of such event, and after payment in full of the preferential amounts with respect to the Senior Securities, the assets and funds available to be distributed among the Holders of the share of Series A Super Majority Voting Convertible Preferred Stock Parity Securities shall be insufficient to permit the payment to such Holder of the full preferential amounts due to the Holder of the Series A Super Majority Voting Convertible Preferred Stock and the Parity Securities, respectively, then the entire assets and funds of the Company legally available for distribution shall be distributed to the Holder of the Series A Super Majority Voting Convertible Preferred Stock and the Parity Securities, pro rata, based on the respective liquidation amounts to which each such series of stock is entitled by the Company's Certificate of Incorporation and any certificate(s) of designation relating thereto.

(b) Upon the completion of the distribution required by subsection 4(a), if assets remain in the Company, they shall be distributed to holders of Junior Securities in accordance with the Company's Certificate of Incorporation including any duly adopted certificate(s) of designation.

Section 5. Conversion. The record Holder of this Series A Super Majority Voting Convertible Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) *Right to Convert.* On and after May 21, 2021, the record Holder of the Series A Super Majority Voting Convertible Preferred Stock shall be entitled (at the times and in the amounts set forth below) and subject to the Company's right of redemption set forth in Section 6(a), at the office of the Company or any transfer agent for the Series A Super Majority Voting Convertible Preferred Stock (the "Transfer Agent"), to convert (in multiples of one (1) share of Preferred Stock) as follows:

The Holder of the Series A Super Majority Voting Convertible Preferred Stock or its assigns, shall collectively have the right to convert the Series A Super Majority Voting Convertible Preferred Stock into that number of authorized but unissued common shares of the Company, which shall be equal to 61% ownership of the common stock of the Company after giving effect to such issuance.

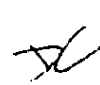
The record holder of a Series A Super Majority Voting Convertible Preferred Stock shall be entitled to his pro-rata share of the common shares representing his or her prorata portion of the conversion shares.

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(b) *Mechanics of Conversion.* Holder shall give notice in writing of the conversion by transmitting a copy of the fully executed notice of conversion ("Notice of Conversion") to the Company at the office of the Company or its designated transfer agent (the "Transfer Agent") for the Series A Super Majority Voting Convertible Preferred Stock stating that the Holder elects to convert, which notice shall specify the date of conversion, the number of shares of Series A Preferred Stock to be converted, the applicable conversion price and a calculation of the number of shares of Common Stock issuable upon such conversion (together with a copy of the front page of each certificate to be converted) and (ii) surrender to a common courier for delivery to the office of the Company or the Transfer Agent, the original certificates representing the Series A Super Majority Voting Convertible Preferred Stock being converted (the "Preferred Stock Certificates"), duly endorsed for transfer; provided, however, that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless either the Preferred Stock Certificates are delivered to the Company or its Transfer Agent as provided above, or the Holder notifies the Company or its Transfer Agent that such certificates have been lost, stolen or destroyed (subject to the requirements of subparagraph (i) below). Upon receipt by Company of a facsimile copy of a Notice of Conversion, Company shall immediately send, via facsimile, a confirmation of receipt of the Notice of Conversion to Holder which shall specify that the Notice of Conversion has been received and the name and telephone number of a contact person at the Company whom the Holder should contact regarding information related to the Conversion. In the case of a dispute as to the calculation of the Conversion Rate, the Company shall promptly issue to the Holder the number of Shares that are not disputed and shall submit the disputed calculations to its outside accountant via facsimile within three (3) days of receipt of Holder's Notice of Conversion. The Company shall cause the accountant to perform the calculations and notify Company and Holder of the results no later than forty-eight (48) hours from the time it receives the disputed calculations. Accountant's calculation shall be deemed conclusive absent manifest error.

(i) *Lost or Stolen Certificates.* Upon receipt by the Company of evidence of the loss, theft, destruction or mutilation of any Preferred Stock Certificates representing the share of Series A Super Majority Voting Convertible Preferred Stock, and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Company, and upon surrender and cancellation of the Preferred Stock Certificate(s), if mutilated, the Company shall execute and deliver new Preferred Stock Certificate(s) of like tenor and date. However, Company shall not be obligated to re-issue such lost or stolen Preferred Stock Certificates if Holder contemporaneously requests Company to convert such Series A Super Majority Voting Convertible Preferred Stock into Common Stock.

(ii) *Delivery of Common Stock Upon Conversion.* The Transfer Agent or the Company (as applicable) shall, no later than the close of business on the third (3rd) business day (the "Deadline") after receipt by the Company or the Transfer Agent of a facsimile copy of a Notice of Conversion and receipt by Company or the Transfer Agent of all necessary documentation duly executed and in proper form required for conversion, including the original Preferred Stock Certificates to be converted (or after provision for security or indemnification in the case of lost or destroyed certificates, if required), issue and surrender to a common courier for either overnight or (if delivery is outside the United States) two (2) day delivery to the Holder at the address of the Holder as



shown on the stock records of the Company a certificate for the number of shares of Common Stock to which the Holder shall be entitled as aforesaid.

(iii) *No Fractional Shares.* If any conversion of the Series A Preferred Stock would create a fractional share of Common Stock or a right to acquire a fractional share of Common Stock, such fractional share shall be disregarded and the number of shares of Common Stock issuable upon conversion, in the aggregate, shall be the next lower number of shares.


(iv) *Date of Conversion.* The date on which conversion occurs (the "Date of Conversion") shall be deemed to be the date set forth in such Notice of Conversion, provided (i) that the advance copy of the Notice of Conversion is faxed to the Company before 11:59 p.m., Denver, Colorado time, on the Date of Conversion, and (ii) that the original Preferred Stock Certificates representing the shares of Series A Preferred Stock to be converted are surrendered by depositing such certificates with a common courier, as provided above, and received by the Transfer Agent or the Company as soon as practicable after the Date of Conversion. The person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record Holder or Holders of such shares of Common Stock on the Date of Conversion.

(c) *Reservation of Stock Issuable Upon Conversion.* The Company shall at all times reserve and keep available or make provision to increase, reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, the Company will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(d) *Adjustment to Conversion Rate.*

(i) *Adjustment to Fixed Conversion Price Due to Stock Split, Stock Dividend, Etc.* If, prior to the conversion of all of the Series A Preferred Stock, the number of outstanding shares of Common Stock is increased by a stock split, stock dividend, or other similar event, the Conversion Price shall be proportionately reduced, or if the number of outstanding shares of Common Stock is decreased by a combination or reclassification of shares, or other similar event, the Conversion Price shall be proportionately increased.

(ii) *Adjustment Due to Merger, Consolidation, Etc.* If, prior to the conversion of all Series A Preferred Stock, there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization, or other similar event, as a result of which shares of Common Stock of the Company shall be changed into the same or a different number of shares of the same or another class or classes of stock or securities of the Company or another entity or there is a sale of all or substantially all the Company's assets, then the Holders of Series A Preferred Stock shall thereafter have the right to receive upon conversion of Series A Preferred Stock, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock



immediately theretofore issuable upon conversion, such stock, securities and/or other assets which the Holder would have been entitled to receive in such transaction had the Series A Preferred Stock been converted immediately prior to such transaction, and in any such case appropriate provisions shall be made with respect to the rights and interests of the Holders of the Series A Preferred Stock to the end that the provisions hereof (including, without limitation, provisions for the adjustment of the Conversion Price and of the number of shares issuable upon conversion of the Series A Preferred Stock) shall thereafter be applicable, as nearly as may be practicable in relation to any securities thereafter deliverable upon the exercise hereof.

(iii) *No Fractional Shares.* If any adjustment under this Section 5(f) would create a fractional share of Common Stock or a right to acquire a fractional share of Common Stock, such fractional share shall be disregarded and the number of shares of Common Stock issuable upon conversion shall be the next lower number of shares.

Section 6. Redemption by Company. None.

Section 7. Voting Rights. The Record Holder of the Series A Super Majority Voting Convertible Preferred Stock shall have the right to vote on any matter with holders of common stock voting together as one (1) class. Subject to the conversion of the Series A Super Majority Voting Convertible Preferred Stock, which shall otherwise have its rights to vote so long as outstanding and unredeemed, the Record Holder of the 1 Series A Super Majority Voting Convertible Preferred Stock shall have that number of votes (identical in every other respect to the voting rights of the holders of other Series of voting preferred shares and the holders of common stock entitled to vote at any Regular or Special Meeting of the Shareholders) equal to that number of common shares which is not less than 61% of the vote required to approve any action, which state of domicile law provides may or must be approved by vote or consent of the holders of other series of voting preferred shares and the holders of common shares or the holders of other securities entitled to vote, if any.

The Record Holder of the Series A Super Majority Voting Convertible Preferred Stock shall be entitled to the same notice of any Regular or Special Meeting of the Shareholders as may or shall be given to holders of any other series of preferred shares and the holders of common shares entitled to vote at such meetings. No corporate actions requiring majority shareholder approval or consent may be submitted to a vote of preferred and common shareholders which in any way precludes the Series A Super Majority Voting Convertible Preferred Stock from exercising its voting or consent rights as though it is or was a common shareholder.

For purposes of determining a quorum for any Regular or Special Meeting of the Shareholders, the 1 share of Series A Super Majority Voting Convertible Preferred Stock shall be included and shall be deemed as the equivalent of 70% of all common shares represented at and entitled to vote at such meetings.

Section 8. Protective Provision. So long as shares of Series A Super Majority Voting Convertible Preferred Stock are outstanding, the Company shall not without first obtaining the

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approval (by vote or written consent, as provided by domicile state law Law) of the Holder the then outstanding share of Series A Super Majority Voting Convertible Preferred Stock:

(a) alter or change the rights, preferences or privileges of the Series A Super Majority Voting Convertible Preferred Stock so as to affect adversely the Series A Super Majority Voting Convertible Preferred Stock.

(b) create any new class or series of stock having a preference over the Series A Super Majority Voting Convertible Preferred Stock with respect to Distributions (as defined in Section 2 above) or increase the size of the authorized number of Series A Super Majority Voting Convertible Preferred Stock.

Section 9. Status of Converted or Redeemed Stock. In the event the share of Series A Super Majority Voting Convertible Preferred Stock shall be converted or redeemed pursuant to Section 5 or Section 6 hereof, the shares so converted or redeemed shall be canceled, shall return to the status of authorized but unissued Preferred Stock of no designated series, and shall not be issuable by the Company as Series A Super Majority Voting Convertible Preferred Stock.

Section 10. Preference Rights. Nothing contained herein shall be construed to prevent the Board of Directors of the Company from issuing one (1) or more series of Preferred Stock with dividend and/or liquidation preferences junior to the dividend and liquidation preferences of the Series A Preferred Stock.

Signed on May 29, 2021

By: 

CEO/Director

