

P15000084115

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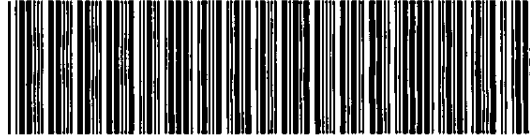
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Nixon Restaurant Group, Inc.

DOCUMENT NUMBER: P15000084115

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

Please return all correspondence concerning this matter to the following:

Brenda Hamilton, Attorney

Name of Contact Person

Hamilton & Associates Law Group, P.A.

Firm/ Company

101 Plaza Real South, Suite 202 N

Address

Boca Raton, FL 33432

City/ State and Zip Code

bhamilton@securitieslawyer101.com

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

For further information concerning this matter, please call:

Brenda Hamilton

at 561

416-8956

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Unanimous Written Consent
of the Sole Director
of
Nixon Restaurant Group, Inc.**

The undersigned, being the sole director of Nixon Restaurant Group, Inc., a Florida Corporation (the "Corporation"), does hereby consent, pursuant to the authority granted by the laws of the state of Florida, to the adoption of the following resolutions:

RESOLVED, that Nixon Restaurant Group, Inc. shall file the Certificate of Designation (the "Designation"), attached hereto as Exhibit A with the Florida Secretary of State on this date designating a class of preferred stock to be known as the "Series A" with the rights designations and preferences set forth in the Designation;

RESOLVED, that the rights, designations and preferences set forth in the Designation are hereby approved;

RESOLVED, that a duplicate original of the Designation certified by the Florida Secretary of State, shall be inserted in the Minute Book of the Corporation as part of its permanent records;

RESOLVED, that the Corporation hereby issues an aggregate of 500,000 Series A Preferred Shares as follows:

Name	Number of Shares
James Nixon	500,000

RESOLVED, that upon issuance of the Series A Preferred Shares, each share shall be validly issued fully paid and non-assessable;

RESOLVED, that in addition to, and without limiting the generality of the foregoing, the appropriate officers of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as such officer may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officers, directors, incorporator and agents of the Corporation in connection with the subject of the foregoing resolutions be, and each of them hereby is approved, ratified and confirmed in all respects as the act and deed of the Corporation; and

The undersigned constituting the sole member of the Board of Directors of the Corporation has duly executed this Consent on the 19th day of October 2015.


James Nixon, Sole Director

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
NIXON RESTAURANT GROUP, INC.
CERTIFICATE OF DESIGNATION
SERIES A PREFERRED STOCK**

Nixon Restaurant Group, Inc., a Florida corporation (the "Company"), hereby certifies that the following designation of preferred stock (the "Designation") was adopted by the Board of Directors of the Company and that shareholder approval of the Designation is not required:

RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the Company (the "Board of Directors") by the provisions of the Articles of Incorporation of the Company (the "Articles of Incorporation"), there is hereby created, out of the 10,000,000 shares of preferred stock, par value \$.0001 per share, of the Company authorized in Article IV of the Articles of Incorporation (the "Preferred Stock"), a series of preferred stock consisting of 500,000 shares, which series shall have the following powers, designations, preferences and relative, participating, optional or other rights, and the following qualifications, limitations and restrictions, (in addition to any powers, designations, preferences and relative, participating, optional or other rights, and any qualification, limitations and restrictions, set forth in the Articles of Incorporation which are applicable to the Preferred Stock):

Section 1. Designation of Amount.

The series of Preferred Stock created hereby shall be designated the ("Series A Preferred Stock") and the authorized number of shares constituting such series shall be 500,000.

Section 2. Dividends.

The holders of the then outstanding shares of Series A Preferred Stock will not be entitled to receive any dividends that may be granted by the Company.

Section 3. Liquidation Preference.

In the event of a liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the holders of the Series A Preferred Stock then outstanding shall not be entitled to receive any distribution out of the assets of the Company as a result of their ownership of the Series A Preferred Stock.

Section 4. Voting Rights.

- (a) The holders of the Series A Preferred Stock shall have the following voting rights:
 - (i) To vote together with the holders of the Common Stock as a single class on all matter submitted for a vote of holders of Common Stock;

- (ii) Each one (1) share of Series A Preferred Stock shall have voting rights equal to 100,000 shares of the Company's Common Stock, providing for the holder of the Series A Preferred Stock to have aggregate voting rights equal to 500,000,000 shares of the Company's Common Stock;
- (iii) The holder of the Series A Preferred Stock shall be entitled to received notice of any stockholders' meeting in accordance with the Articles of Incorporation and By-laws of the Company.

For purposes of the voting rights set forth in this Section 4, each one (1) share of Series A Preferred Stock shall entitle the holder thereof to cast 100,000 votes for each whole vote that such holder would be entitled to cast had such share been a share of Common Stock immediately prior to the record date for determining the stockholders of the Company eligible to vote on any such matter.

(b) So long as any shares of Series A Preferred Stock remain outstanding, the Company shall not, without the written consent or affirmative vote of the holders of 100% of the outstanding shares of the Series A Preferred Stock, (i) amend, alter, waive or repeal, whether by merger consolidation, combination, reclassification or otherwise, the Articles of Incorporation, including this Certificate of Designation, or By-laws of the Company or any provisions thereof (including the adoption of a new provision thereof), (ii) create, authorize or issue any class, series or shares of Preferred Stock or any other class of capital stock. The vote of the holders of at least one-hundred percent of the outstanding Series A Stock, voting separately as one class, shall be necessary to adopt any alteration, amendment or repeal of any provisions of this Resolution, in addition to any other vote of stockholders required by law.

Section 5. Conversion Rights.

The Series A Preferred Stock will not be convertible into shares of Common Stock, or any other shares of the Company.

Section 6. Holder, Non-Transferable, Redemption.

500,000 shares of the Series A Preferred Stock is hereby granted to James Nixon (the "Holder"). The Company shall redeem the Series A Preferred Stock, in whole, but not in part, at the option of the Holder, for the aggregate price of for \$5,000 for 500,000 Series A Shares.

IN WITNESS WHEREOF, the Company has caused this Certificate of Designation to be signed by James Nixon, its President Sole Director on October 19, 2015.

Nixon Restaurant Group, Inc.

By 

Name: James Nixon

Title: President and Director