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TALLAHASSEE, FLORIDA

Amended
Restated
CC

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ALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2016

JOEL C. SCHNEIDER
BITCOIN SERVICES, INC.
2885 SANFORD AVE S.W. 34538
GRANDVILLE, MI 49418

SUBJECT: BITCOIN SERVICES, INC.
Ref. Number: P16000017097

We have received your document for BITCOIN SERVICES, INC. and your check(s) totaling \$43.75. 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.

Irene Albritton
Regulatory Specialist II

Letter Number: 016A00004658

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF BITCOIN SERVICES, INC.

(In compliance with Chapter 607 and Section 607.1006 of the Florida Statutes)

BITCOIN SERVICES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

Article 1. CORPORATE NAME.

The name of the Corporation is: BITCOIN SERVICES, INC.

Article 2. PRINCIPAL PLACE AND MAILING ADDRESS OF BUSINESS.

The principal place of business and mailing address of the Corporation is 2885 Sanford Ave SW 34538, Grandville, MI 49418. The Board of Directors may at any time and from time to time move the principal office of this Corporation.

Article 3. PURPOSES.

The purpose for which this Corporation is organized is to transact any and all lawful purpose.

Article 4. SHARES.

Authorized Capital. The designation, powers, including voting rights, preferences and any qualifications, limitations, or restrictions of the classes of Authorized Capital Stock of Corporation are specified as follows:

The Corporation is authorized to issue three classes of stock which are designated, respectively, "Common Stock" and "Series "A" Preferred Stock" and "Series "B" Preferred Stock." The total number of shares of stock which the Corporation shall have authority to issue shall be 1,890,000,000., consisting of: 1,770,000,000 shares of Common Stock, having a \$0.0001 par value per share; 100,000,000. shares of Series "A" Preferred Stock, having a \$0.0001 par value per share; and 20,000,000. shares of Series "B" Preferred Stock, having a \$0.0001 par value per share.

Shares of Common Stock are entitled to one vote per share.

Shares of Series "A" Preferred Stock enjoy dividend and liquidation preferences and are convertible into one share of Common Stock at the express election of each such preferred shareholder. At any time, the entire class of Series "A" Preferred Stock may be forced converted to Common Stock by a vote or written consent of the holders of at least a simple majority of these Series "A" Preferred Stock that are then outstanding.

Shares of Series "B" Preferred Stock are convertible into one share of Common Stock at the express election of shareholder to convert. Series B shareholders shall not have any Common Stock voting rights unless and until converted into Common Stock.

Forward Stock Split:

On March 16, 2016, all Common stock holders shall receive five (5) shares for every one (1) share of Common stock they own ("Forward Stock Split"), and those holding physical certificates must turn their certificates back into the transfer agent for new certificates. All Common holders of book entry shares will be increased without any action and done by the Corporations transfer agent. All Common share holders shall receive their new share(s) electronically through their brokers on March 16, 2016. A new CUSIP shall be applied for and an application to FINRA for the voluntarily change the public trading Symbol of the Corporation from "TPBM" to a new symbol more closely tracking to the name of the Corporation, such as either "BITC" "COIN" or "BTCN." as may be available and best determined by the FINRA organization, as well as the Forward Stock Split.

Article 5. BOARD OF DIRECTORS.

The Board of Directors shall have the authority, by resolution or resolutions, to divide the any of the shares of stock into series, to establish and fix the distinguishing designation of each such series, and the number of shares thereof (which number, by like action of the Board of Directors from time to time thereafter may be increased, except when otherwise provided by the Board of Directors in creating such series, or may be decreased, but not below the number of shares thereof then outstanding) and, within the limitations of applicable law of the State of Florida or as otherwise set forth in this article, to fix and determine the relative rights and preferences of the shares of each series so established prior to the issuance, thereof. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect conversion of preferred stock.

The Board of Directors shall have the authority, by resolution or resolutions, at any time forward to fix a record date for the effectuation of a forward or reverse split of the issued and outstanding shares of Common Stock upon motion, either with or without shareholder approval or upon a simple majority (50.01%) shareholder vote of the Common shares. In accordance with Florida law shareholder approval shall not be required. Also, in accordance with Florida law the Corporation will not be required to reduce or increase any class of stocks par value and authorized shares. The Corporation may issue non-voting equity shares. The Corporation may issue shares below par value in its discretion.

The business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of no fewer than one member and no more than seven members. The Corporation, by action of its directors, and without action by its shareholders, may purchase its own shares in accordance with the provisions of Florida Statutes. Such purchases may be made either in the open market or at public or private sale, in such manner and amounts, from such holder or holders of outstanding shares of the Corporation, and at such prices as the directors shall from time to time determine.

Article 6. DIRECTORS AND/OR OFFICERS.

Effective February 26, 2016, James Jordhamo, Jr. is removed as Director and Joel C. Schneider is added as Chief Executive Officer, Chief Financial Officer and as Director. The mailing address for Joel C. Schneider is 2885 Sanford Ave SW 34538, Grandville, MI 49418.

Article 7. LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS.

To the fullest extent permitted by law, no officer or director of the Corporation shall be personally liable to the Corporation or to its shareholders for damages, and shall be fully indemnified by the Corporation, including legal expenses, damages and costs for the purchase of policies of insurance.

Article 8. DENIAL OF PREEMPTIVE RIGHTS.

No shareholder shall have any right to acquire shares or other securities of the Corporation of any class, except to the extent such right may be granted by an amendment to these Article of Incorporation or by a resolution of the Board of Directors.

Article 9. SHAREHOLDERS.

9.1 *Control Share Acquisition.* The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.2 *Quorum.* The Holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

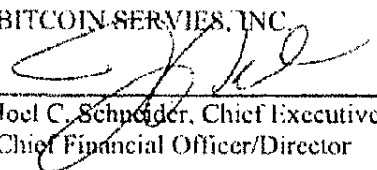
9.3 *Required Vote.* Acts of shareholders shall require the approval of 50.01% of the outstanding votes of shareholders, including, but not limited to, all corporate actions, amendments to articles and bylaws, name changes, mergers, acquisitions, purchases, dissolutions, wind-outs, bankruptcies, splits and dividends.

Article 10. CONTRACTS.

No contract or other transaction between the Corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this Corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

This amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval. In witness whereof, that the date that the amendment was adopted on February 29, 2016.

BITCOIN SERVICES, INC.


Joel C. Schneider, Chief Executive Officer/
Chief Financial Officer/Director