

P16000023745

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

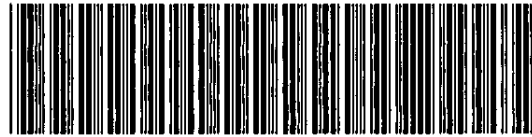
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Had our form & their drawn
up amendment. Mr. Bland
gave authorization to remove
pages 1-3 of our form & use
page 4 with their amendment.
3/24 dec

Office Use Only



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03/21/17--01014--028 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 21 AM 11:43

Amendment

MAR 24 2017

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Paladin Holdings, Inc.

DOCUMENT NUMBER: P16000023745

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

Please return all correspondence concerning this matter to the following:

G. Thomas Bland, Jr.
Name of Contact Person

Paladin Holdings, Inc.
Firm/ Company

1150 - Louisiana Avenue, Suite 6
Address

Winter Park, FL 32789
City/ State and Zip Code

tom@paladinholdingsinc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

G. Thomas Bland, Jr. at (407) 718-5282
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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 21 AM 11:43



Paladin Holdings Inc.

1150 Louisiana Ave. Ste. 6
Winter Park, FL 32789

March 10, 2017

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

Dear Sir or Madame:

Enclosed is a check for \$43.75 to cover the expense of recording and filing the enclosed request for an amendment to the Articles of Incorporation for Paladin Holdings, Inc. The Amended Articles are enclosed. Please provide us with a certified copy of this transaction upon completion.

The attached amended Articles of Incorporation herein supersedes and replaces the original and all previous editions of the Paladin Holdings, Inc. Articles of Incorporation. These amended articles were adopted per unanimous Board resolution on 01 March, 2017.

Should the State need to contact us via email, please send correspondence to tom@paladinholdingsinc.com, otherwise, please use the above information.

Thank you.

Sincerely,

G. Thomas Ward, Jr.
Chairman of the Board of Directors

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DIVISION OF CORPORATIONS
17 MAR 21 AM 11:43

**ARTICLES OF AMMENDMENT for
ARTICLES OF INCORPORATION for
Paladin Holdings, Inc.**

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is **Paladin Holdings, Inc.**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1150 Louisiana Avenue, Suite 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

1. 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 (the "Preferred Stock"), that this Corporation shall have authority to issue is Ninety Million (90,000,000) shares.

(C) No fractional shares shall be issued.

(D) 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.

2. 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 preferences 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 majority 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, reclassify 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 such 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 its shareholders are ratified as not constituting any Liquidation.

3. Initial Officers and Board of Directors:

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

Erik D. Olson, shall serve as Vice-Chairman and President (Officer). Mr. Olson 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 6, 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 Rebecca Burnett. 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 two (2) nor more than thirteen (13).

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 two (2) Calendar years 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 IX - EFFECTIVE DATE OF INCORPORATION

The effective date of the Articles of Incorporation for the Corporation set forth herein shall be March 1st, 2017.

Dated this 1ST day of MARCH, 2017.

By: _____

G. Thomas Bland, Jr.

Chairman of the Board of Directors

PALADIN HOLDINGS, INC.

REGISTERED AGENT CERTIFICATE

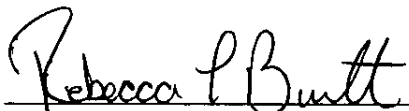
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Paladin Holdings, Inc., with its registered office, as indicated in the Articles of Incorporation at 1150 Louisiana Ave. Suite 6, Winter Park, FL 32789 has named Rebecca Burnett 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 to accept service of process for the above-named corporation at the place designated in foregoing amendment 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 her duties as registered agent, and is familiar with and accepts the obligations of Section 607.0505 of the Florida Statutes.

Dated: March 1, 2017


Rebecca Burnett

The date of each amendment(s) adoption: March 1, 2017, if other than the date this document was signed.

Effective date if applicable: March 1, 2017
(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.

Dated 3/10/17

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 of the Board
(Title of person signing)