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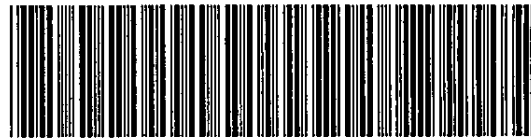
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MAR 28 PM 4:44

MAR 29 2017  
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MAR 02 2017  
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February 21, 2017

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32414

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
17 MAR 28 PM 3:44

RE: Groundstone Ventures Inc.  
Document Number P17000015190

Enclosed are the original and one copy of the amendment to the articles of incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the statutory filing fees.

Thank you in advance for your assistance in this matter.

Sincerely,



Robert J. Brandon Jr., COO  
Groundstone Ventures Inc.  
12224 North US Highway 1  
North Palm Beach, Florida 33408

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GROUNDSTONE VENTURES INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 MAR 28 PM 4:46

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following amendment to its articles of incorporation:

1. The name of the corporation is Groundstone Ventures Inc.
2. The following amendment to the articles of incorporation was adopted and approved by the shareholders on February 21, 2017.  
The number cast for amendment was sufficient for approval.

Article IV of the articles of incorporation shall be deleted and replaced with the following:

**ARTICLE IV**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1. 50,000,000 shares of common stock, \$0.001 par value.
2. 10,000,000 shares of preferred stock. The Board of Directors is authorized to provide for the issuance of such preferred stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.
3. Of these shares of preferred stock, 1,000,000 shares shall have the following preferences, limitations, and relative rights:
  - A. Designation. The designation of the series of preferred stock is Series A Convertible Preferred Stock ("**Series A Preferred Stock**" or "**Series A Preferred Shares**").
  - B. Sub-series of the Series A Preferred Stock. 500,000 shares of the Series A Preferred Stock shall be comprised of five sub-series of 100,000 shares each, designated as Series A-1, Series A-2, Series A-3, Series A-4, and Series A-5. The par value of each share of Series A-1, Series A-2, Series A-3, Series A-4, and Series A-5 is \$1,000.00 and the redemption value of each sub-series shall be \$1,300.00.


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500,000 shares of the Series A Preferred Stock shall be comprised of five sub-series of 100,000 shares each, designated as Series A-6, Series A-7, Series A-8, Series A-9, and Series A-10. The par value of each share of Series A-6, Series A-7, Series A-8, Series A-9, and Series A-10 is \$1,000.00 and the redemption value of each sub-series shall be determined by the Board of Directors at a future time.

All such sub-series of the Series A Preferred Stock shall be identical to each other and are designated for administrative purposes only in connection with certain contractual rights to be assigned to such sub-series that are not part of this corporation's articles of incorporation.

- C. Dividend Provisions. Dividends shall be payable pro rata on the outstanding Series A Preferred Stock on an annual basis at the rate of 4.0% of par value per year on the anniversary date of the first year of issuance, 4.5% of par value for the second year payable on the anniversary date of the second year of issuance and 5% of par value payable on each respective anniversary date during all years thereafter until redeemed. For purposes of this paragraph, the anniversary date of issuance shall fall on the date that the subscription agreement has been accepted by the Company, and investment proceeds are transferred from escrow to the Company's general bank account. The dividends are cumulative. No dividends shall be paid on any Common Shares unless all dividends are currently paid on all of the Series A Preferred Stock.
- D. Liquidation Preference. In the event of any liquidation or winding up of the Company, the holders of the Series A Preferred Stock shall be entitled to receive in preference to the holders of Common Stock and any other class of stock the amount at which the Series A Preferred Stock was purchased from the Company plus any accrued but unpaid dividends. The remaining balance of the proceeds from the liquidation will then be allocated to the Series A Preferred Stock and the Common Stock holders on an as-converted basis. At the option of the holders of Series A Preferred Stock, a merger, sale of all or substantially all of the assets of the Company, reorganization or other transaction in which control of the Company is transferred may be treated as a liquidation, dissolution or winding up for purposes of the liquidation preference, other than any reorganization of the Company into a public entity or with a publicly traded shell corporation.
- E. Optional Redemption. At any time upon 30 days written notice to Series A Preferred Stockholders, the Company shall have the option to redeem the Series A Preferred Stock in whole or in part at the stated redemption value. Accrued, but unpaid dividends are to be paid first.

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- F. Lien. The holders of the Series A Preferred Stock shall be entitled to obtain a security interest, in any real estate or real estate interests, purchased with the proceeds derived from the sale of such Preferred Shares. However, that security can be subordinated, without prior approval of holders of Series A Preferred Stock, to any banking or lending source that is providing additional funds earmarked specifically to enhance the value of the real estate or real estate interests that is securing the Series A issue.
- G. Conversion. The holders of the Series A Preferred Stock shall have the right to convert any or all of their Series A Preferred Stock, at par value, into common shares of the Company at a 30% discount to the Offering Price of a **Qualified Offering**, at any time that such Offering is in effect. A **Qualified Offering** shall be defined as any offering of the Company in which the Company seeks to raise in excess of Ten Million (\$10,000,000) Dollars in equity capital through the sale of the Company's **Common Shares**. In the event, the holder elects not to convert during a Qualified Offering and the Company is subsequently publicly trading on a major exchange, Holder can convert his shares, at par, into common shares of the Company at a Twenty (20%) per cent discount to "**fair market value**". For purposes of this provision, fair market value shall mean the average of the closing prices of the Common Stock as quoted on the Over-the-Counter Bulletin Board, or the principal exchange on which the Common Stock is listed, in each case for the twenty (20) trading days ending three trading days prior to the date of notice of conversion. Any accrued but unpaid dividends will also have the right to be converted at the option of the holder.
- H. Anti-dilution Provisions. The conversion price of the Series A Preferred Stock shall be subject to appropriate adjustment in the event of a stock split, stock dividend or similar event.
- I. Voting Rights. No voting rights are attached to the Series A Preferred Stock except as otherwise provided herein.
- J. Protective Provisions. So long as at least 50 percent of the issued Series A Preferred Stock is outstanding, except as otherwise required by law and as described below, the holders of a majority of the outstanding shares of Series A Preferred Stock shall be required to approve the following matters:
- i. The creation of any senior or pari pasu security, other than a sub-series of Series A Preferred Stock;
  - ii. Payment of dividends on Common Stock; (Let's discuss this one further)
  - iii. Repurchase of Common Stock;
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- iv. An increase or decrease in the number of authorized shares of Series A Preferred Stock;
- v. Any adverse change to the rights, preferences and privileges of the Series A Preferred Stock;
- vi. Any other action materially affecting only the Series A Preferred Stock; and
- vii. Any change in the Company's line of business.

K. Authorization. Notwithstanding any provision herein, the Company is authorized to provide for the issuance of any number of sub-series of Series A Convertible Preferred Stock, all of which shall be pari pasu to any other sub-series of Series A Convertible Preferred Stock, by filing the appropriate articles of amendment with the Secretary of State of Florida, and it is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

2/21/17



Robert J. Brandon