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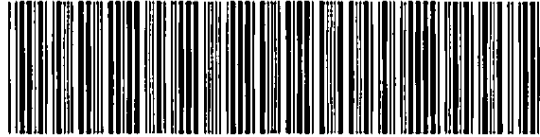
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: WOW Sports Network, Inc.

DOCUMENT NUMBER: \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Monika I. Jaensson

\_\_\_\_\_  
Name of Contact Person

Dinsmore & Shohl LLP

\_\_\_\_\_  
Firm/ Company

707 Virginia Street, East, Suite 1300

\_\_\_\_\_  
Address

Charleston, WV 25301

\_\_\_\_\_  
City/ State and Zip Code

monika.jaensson@dinsmore.com

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

For further information concerning this matter, please call:

Monika I. Jaensson at ( 304 ) 3579924  
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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
WOW SPORTS NETWORK, INC.**

**WOW SPORTS NETWORK INC.** (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "FBCA"), hereby executes these Articles of Amendment:

**FIRST:** The name of the Corporation is WOW Sports Network Inc.

**SECOND:** The following amendments to the Articles of Incorporation were adopted by the Incorporator of the Corporation on May 20, 2018, in the manner prescribed by the Florida Business Corporation Act, without action of the shareholders or the Board of Directors. As of the effective date, no shares have been issued and the Board of Directors has not been appointed.

**ARTICLE IV SHALL BE AMENDED AND RESTATED AS FOLLOWS:**

**Article IV.**

**4.01. Share Structure.**

The total authorized capital stock of the Corporation shall be 12,000,000 shares, consisting of 9,000,000 common shares and 3,000,000 preferred shares. The common and preferred shares may be divided into classes and series by an amendment to the Corporation's Articles of Incorporation adopted by the Board of Directors.

The Board of Directors of the Corporation is hereby authorized to adopt from time to time and to cause to be executed and filed, without further approval of the shareholders, amendments to these Articles of Incorporation that divide any authorized but unissued common or preferred shares into classes and series, specify the designation and number of shares of any class or series, and determine the relative rights, preferences, and limitations of the shares of any class or series, including priority in distribution, dividends, or other rights over previously authorized and issued classes or series of common or preferred shares. The common or preferred shares of any class or series established by an amendment by the Board shall be issued for the consideration that the Board may fix. The Board of Directors may provide, by amendment, that each common or preferred share of any class or series shall have a specified par value; if an amendment does fix a par value for the shares of any class or series, each of the shares of that class or series shall have that par value.

Initial classes of common stock designated "Class A Common Stock" and "Class B Common Stock" are established with the rights, preferences, and restrictions set forth in Paragraphs 4.02 and 4.03.

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#### 4.02. **Class A Common Stock.**

A class of common shares designated "Class A Common Stock" is established. The Class A Common Stock shall be without par value. The Class A Common Stock shall consist of 7,000,000 common shares, which the Board of Directors may increase as herein required, or otherwise at the sole discretion of the Board of Directors. The rights, preferences and limitations of the Class A Common Stock are as follows:

(a) **Voting Rights.** Holders of Class A Common Stock shall have the exclusive right to vote on all issues presented to the shareholders, including the election of Directors, except as otherwise provided by law or in these Articles of Incorporation. Each share of Class A Common Stock shall be entitled to one vote.

(b) **Anti-Dilution.** In the event that additional shares of common or preferred stock are authorized by subsequent action of the Board of Directors, the Corporation shall authorize and from time to time issue a commensurate number of shares to the Class A Common Stock to the holders of the Class A Common Stock so that their interest in the Corporation is not diluted upon the effectiveness of the increase of authorized shares.

(c) **Dividends.** Holders of Class A Common Stock shall be entitled to receive the dividends that may be declared by the Board of Directors to the extent that funds are legally available for the declaration and payment of dividends; however, the Corporation shall not declare, pay, or set apart for payment any dividend on shares of Class A Common Stock, shall not directly or indirectly order or make any distribution on shares of Class A Common Stock, and shall not redeem, retire, purchase, otherwise acquire, or set aside funds to acquire in any manner any shares of Class A Common Stock if at the time of the proposed action the Corporation is in default concerning any dividend due and payable on, or any sinking fund or redemption requirement relating to, any outstanding preferred shares. The provisions of this Subparagraph 4.02(c) shall not prevent the payment of any dividend within sixty days after it is declared if the dividend complied with the provisions of this Subparagraph 4.02(c) when declared.

(d) **Distribution of Assets.** In the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, holders of Class A Common Stock shall be entitled to receive pro rata with the holders of the Class B Common Stock, on a share-by-share basis (regardless of class), all of the remaining assets of the Corporation available for distribution to its shareholders after all amounts to which the holders of any outstanding preferred shares are entitled have been paid or set aside in cash for payment. The merger or consolidation of the Corporation into or with any other corporation, the merger of any other corporation into the Corporation, or the sale, lease, or conveyance of all or substantially all of the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation, or winding up for purposes of this paragraph.

#### **4.03. Class B Common Stock.**

A class of common shares designated "Class B Common Stock" is established. The Class B Common Stock shall be without par value. The Class B Common Stock shall consist of 2,000,000 common shares, which the Board of Directors may increase as herein required, or otherwise at the sole discretion of the Board of Directors. The rights, preferences and limitations of the Class B Common Stock are as follows:

(a) **No Voting Rights.** The holders of Class B Common Stock shall have no voting rights except as otherwise required by the Florida Business Corporation Act. On any matter on which the holders of the shares of the Class B Common Stock shall be entitled to vote, they shall be entitled to one vote for each share held. The holders of the shares of the Class B Common Stock shall vote only as a separate class; their votes shall not be counted together with those of the holders of any other class or series of shares of the Corporation.

(b) **Dividends.** Holders of Class A Common Stock shall be entitled to receive the dividends that may be declared by the Board of Directors to the extent that funds are legally available for the declaration and payment of dividends; however, the Corporation shall not declare, pay, or set apart for payment any dividend on shares of Class B Common Stock, shall not directly or indirectly order or make any distribution on shares of Class B Common Stock, and shall not redeem, retire, purchase, otherwise acquire, or set aside funds to acquire in any manner any shares of Class B Common Stock if at the time of the proposed action the Corporation is in default concerning any dividend due and payable on, or any sinking fund or redemption requirement relating to, any outstanding preferred shares. The provisions of this Subparagraph 4.03(b) shall not prevent the payment of any dividend within sixty days after it is declared if the dividend complied with the provisions of this Subparagraph 4.03(b) when declared.

(c) **Distribution of Assets.** In the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, holders of Class B Common Stock shall be entitled to receive pro rata with the holders of the Class A Common Stock, on a share-by-share basis (regardless of class), all of the remaining assets of the Corporation available for distribution to its shareholders after all amounts to which any holders of outstanding preferred shares are entitled have been paid or set aside in cash for payment. The merger or consolidation of the Corporation into or with any other corporation, the merger of any other corporation into the Corporation, or the sale, lease, or conveyance of all or substantially all of the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation, or winding up for purposes of this paragraph.

#### **4.04. Authority of Board to Fix Terms of Preferred Shares.**

The Board of Directors of the Corporation is authorized to adopt from time to time and to cause to be executed and filed without further approval of the shareholders amendments to these Articles of Incorporation that divide the

preferred shares into classes and series, specify the designation and number of shares of any class or series, and determine the relative rights, preferences, and limitations of the shares of any class or series. The preferred shares of any class or series established by an amendment by the Board shall be issued for the consideration that the Board may fix. The Board of Directors is authorized to set forth in the amendment any of the following provisions:

(a) **Designation and Number.** The Board may provide a distinctive designation for each class or series and the number of shares that shall constitute each class or series. By resolution, the Board may from time to time increase the number of shares that the Board has previously determined for any class or series, unless the Board provided otherwise in its resolution creating the class or series. From time to time, the Board may also pass a resolution to decrease the number of shares that the Board has previously determined for any class or series, but not below the number of shares of the class or series then outstanding.

(b) **Dividend Rates.** The Board may determine the dividend rate payable on the shares of the class or series and whether dividends are to be cumulative, partially cumulative, or noncumulative. If any cumulative rights are provided, the Board may establish the date or dates from which dividends may cumulate.

(c) **Redemption Price.** The Board may establish the price or prices and the terms and conditions for redemption of the shares of the class or series at the option of the Corporation.

(d) **Sinking Fund.** The Board may determine whether or not the shares of the class or series are entitled to a retirement or sinking fund to be applied to the purchase or redemption of the shares, and if a fund is to be established, the Board may specify the amount of the fund and its terms and provisions.

(e) **Liquidation Preferences.** The Board may determine the rights of the shares of the class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation.

(f) **Conversion Rights.** The Board may determine whether or not the shares of the class or series are to be convertible into, or exchangeable for, any other shares of Corporation or other securities. If the shares are convertible or exchangeable, the Board may establish the conversion price or prices or the rates of exchange, any adjustments to those prices or rates, and any other terms and conditions of the conversion or exchange.

(g) **Voting Rights.** No shares of any class or series of preferred stock shall have voting rights, other than any voting rights required by law.

(h) **Priorities.** The Board may determine whether or not the shares of the class or series established are to be prior, equal, or junior to the shares of any other class or series in any respect. The Board may determine whether or not the shares of the class or series established are to be entitled to restrictions on the issuance of shares of any other class or series that are prior or equal to the

shares of the class or series established. The Board may determine whether or not the shares of the class or series established are to be entitled to restrictions on payments of dividends, distributions of assets, and purchases or redemptions of shares of any other class or series of shares of the Corporation ranking junior to the shares of the class or series established.

(i) **Additional Rights.** The Board may establish any other preferences, qualifications, privileges, options, and other relative or special rights and limitations of the class or series.

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Amendment on May 21, 2018.



Jennifer LaPoint, Incorporator