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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WOW SPORTS NETWORK INC.

DOCUMENT NUMBER: P17000036692

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

Please return all correspondence concerning this matter to the following:

Michael Greenberg

Name of Contact Person

Ventures Edge Legal PLLC

Firm/ Company

6647 SW 65th Terr

Address

Miami, Florida 33143

City/ State and Zip Code

sunbiz@jurislogix.com

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

For further information concerning this matter, please call:

Michael Greenberg

Name of Contact Person

at (305)

2133034

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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☐ \$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

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
WOW SPORTS NETWORK INC.
DOCUMENT NUMBER: P17000036692

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 this corporation is WOW SPORTS NETWORK INC. (the "Company").

SECOND: The following amendments to the Articles of Incorporation were adopted in the manner prescribed by the Florida Business Corporation Act, by the Unanimous Consent of the Board of Directors of the Company dated as of APRIL 8, 2019, and by Unanimous Consent of the Class A Common Stock of the Company dated as of APRIL 8, 2019, which consents are sufficient for approval of these Articles of Amendment.

ARTICLE IV- SHALL BE AMENDED AND RESTATED IN ITS ENTIRETY AS FOLLOWS:

4.01 Share Structure

The corporation is authorized to issue twelve Million (12,000,000) shares of stock, which includes the following classes, par value and number of shares per class:

Class	Authorized Shares Per Class
Class A Common Stock	7,000,000 par value \$0.00
Class B Common Stock	2,000,000 par value \$0.00
Preferred Stock Reserve	3,000,000

The Class A Common Stock, Class B Common Stock and Preferred Stock 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 Stock or Preferred Stock 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.

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) **Intentionally Omitted.**

(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. Holders of Class A Common Stock shall be entitled to receive dividends pro rata with the holders of the Class B Common Stock.

(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 B 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. , Holders of Class B Common Stock shall be entitled to receive dividends pro rata with the holders of the Class A Common Stock.

(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.** The Board may determine whether any class or series of preferred stock shall have voting rights, other than any voting rights required by law, provided that any such determination shall require approval by majority-vote of the Class A Common Stock.

(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.

ARTICLE IX- SHALL BE ADDED:

ARTICLE IX – INDEMNIFICATION

The Company shall indemnify its officers and directors, and shall advance expenses of its officers' and directors' defenses, in each case to the fullest extent allowable by applicable law.

ARTICLE IX- SHALL BE ADDED:

ARTICLE IX – CUMMULATIVE VOTING

All or a designated voting group of shareholders that are entitled to vote for directors, are entitled to cumulate their votes for directors.

IN WITNESS WHEREOF, EFFECTIVE AS OF APRIL 13, 2020

The amendment(s) was/were approved unanimously by the Board of Directors and shareholders through voting groups:

The number of votes cast for the amendment(s) was/were sufficient for approval by Class A Common Stock, which unanimously approved these Articles of Amendment.



Jennifer LaPoint, Director