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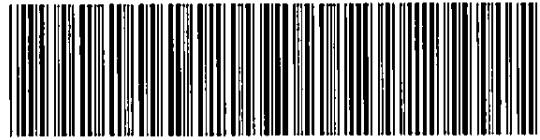
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2023 MAR 15 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FL 32311



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Eco World Water Corp

DOCUMENT NUMBER: P17000037604

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

Please return all correspondence concerning this matter to the following:

Roland Breton
Name of Contact Person
Eco World Water Corp
Firm/ Company
150 N Federal Hwy, Suite 230
Address
Fort Lauderdale, Florida 33301
City/ State and Zip Code
rolandbreton@att.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roland Breton at (954) 309-4999
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 &
Certificate of Status | <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ECO WORLD WATER CORP.

FILED
2023 MAR 15 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FL

In compliance with the requirements of the Florida Business Corporation Act (the "**FBCA**"), the Corporation hereby adopts the following Amended and Restated Articles of Incorporation, which Amended and Restated Articles of Incorporation amend and restate the Corporation's Articles of Incorporation to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the corporation shall be Eco World Water Corp. (the "**Corporation**").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is:

150 N. Federal Highway
Fort Lauderdale, FL 33301

**ARTICLE III
PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV
SHARES**

A. Authorized Stock. The total number of authorized shares of capital stock of the Corporation shall be five hundred million (500,000,000) shares, which shall be divided into two classes as follows: (a) four hundred ninety million (490,000,000) shares of common stock par value \$0.001 per share (the "**Common Stock**") and (b) ten million (10,000,000) shares of preferred stock par value \$0.001 per share (the "**Preferred Stock**").

B. Common Stock. Except as otherwise provided by law, by these Amended and Restated Articles of Incorporation, or by the resolution or resolutions adopted by the Board of Directors designating the rights, powers and preferences of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall have the right to vote on all matters, including the election of directors, to the exclusion of all other stockholders, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in the name of the stockholder on the books of the Corporation.

C. Preferred Stock. Shares of Preferred Stock may be authorized and issued in one or more series. The Board of Directors (or any committee to which it may duly delegate the authority granted in this Article IV) is hereby empowered, by resolution or resolutions, to authorize the issuance from time to time of shares of Preferred Stock in one or more series, for such consideration and for such corporate

purposes as the Board of Directors (or such committee thereof) may from time to time determine, and by filing a certificate pursuant to applicable law of the State of Florida as it presently exists or may hereafter be amended to establish from time to time for each such series the number of shares to be included in each such series and to fix the designations, powers, rights and preferences of the shares of each such series, and the qualifications, limitations and restrictions thereof to the fullest extent now or hereafter permitted by these Amended and Restated Articles of Incorporation and the laws of the State of Florida, including, without limitation, voting rights (if any), dividend rights, dissolution rights, conversion rights, exchange rights and redemption rights thereof, as shall be stated and expressed in a resolution or resolutions adopted by the Board of Directors (or such committee thereof) providing for the issuance of such series of Preferred Stock. Each series of Preferred Stock shall be distinctly designated. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

(i) the designation of the series, which may be by distinguishing number, letter or title;

(ii) the number of shares of the series, which number the Board may thereafter (except where otherwise provided in the certificate of designations governing such series) increase or decrease (but not below the number of shares thereof then outstanding);

(iii) the amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative;

(iv) the dates at which dividends, if any, shall be payable;

(v) the redemption rights and price or prices, if any, for shares of the series;

(vi) the terms and amount of any sinking fund provided for purchase or redemption of shares of the series;

Pursuant to the authority conferred by this Article IV, Series A Preferred Stock has been designated, consisting of such number of shares, with such voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions as are stated and expressed in Exhibit A attached hereto and incorporated herein by reference.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8770 Miralago, Parkland, Florida 33076. The name of the current registered agent of the Corporation at that office is Steve Adelstein.

ARTICLE VI: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date and time that these Amended and Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

[SIGNATURE PAGES FOLLOW]

As and authorized officer of the Corporation I hereby execute these Amended and Restated Articles of Incorporation as of March 7, 2023.

ECO WORLD WATER CORP.

By: 

Name: Roland Breton

Title: President

EXHIBIT A

DESIGNATION OF SERIES A PREFERRED STOCK

1. Designation and Number of Shares; Stated Value. There shall be a series of Eco World Water Corp. a Florida corporation (the "**Corporation**") preferred stock that shall be designed as "Series A Preferred Stock," and the number of shares constituting such series shall be thirty thousand (30,000) shares, par value \$0.001 per share (the "**Series A Preferred Stock**"). The stated value shall be \$25.00 per share ("**Stated Value**").

2. Ranking. The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank senior to both the Corporation's Common Stock and to all other classes or series of stock of the Corporation now or hereafter authorized, issued or outstanding, which by their terms expressly provide that they are junior to the Series A Preferred Stock or which do not specify their rank (collectively with the Common Stock, the "**Junior Securities**").

3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("**Liquidation**"), the holders of record of the shares of the Series A Preferred Stock shall be entitled to receive assets and funds prior to all classes of the Junior Securities. The amount of the preference shall be equal to the return of the capital invested. If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Series A Preferred Stock shall be insufficient to permit payment in full to the holders of the Series A Preferred Stock, then the entire assets and funds of the Corporation legally available for distribution to such holders then outstanding shall be distributed ratably among the holders of the Series A Preferred Stock based upon the proportion the total amount distributable on each share upon Liquidation bears to the aggregate amount required to be distributed, but for the provisions of this sentence, on all shares of the Series A Preferred Stock. The foregoing notwithstanding, the holders of the Series A Preferred Stock shall be entitled to the greater of the return of the capital invested or the amount it would receive on conversion to Common Stock.

4. Dividends.

(a) Unless the Series A Preferred Stock has been converted in accordance with Section 5, the holders of shares of Series A Preferred Stock shall be entitled to receive out of any assets at the time legally available therefor and when and as declared by the Board of Directors: (i) eight (8) shares of Common Stock for each share of Series A Preferred Stock held by such holder, which shares shall be issued by the Corporation concurrently with the issuance of the Series A Preferred Stock to a holder (collectively, the "**PIK Shares**"), and (ii) dividends on the Series A Preferred Stock which shall be cumulative and payable in cash (each a "**Series A Dividend**" and together with the PIK Shares, the "**Dividends**") semi-annually in arrears on June 30 and December 31 of each year (each such payment date, a "**Dividend Payment Date**") beginning with the six-month period ending on June 30, 2024. Each Series A Dividend shall accrue at the rate of eight percent (8%) per annum from and including January 1, 2024 until December 31, 2024 and ten percent (10%) per annum from and including January 1, 2025 (the "**Dividend Rate**"). The Dividends shall accrue regardless of whether the Corporation has earnings, whether there are funds legally available therefor and/or whether declared. The holders of Series A Preferred Stock are not entitled to any dividends other than the dividends provided for in this Section 4. Dividends shall be payable to holders of record as they appear in the stock records of the Corporation at the close of business on the applicable record date. Unless full cumulative dividends on the Series A Preferred Stock have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof is set apart for payment for all past dividend periods, no dividends (other than in shares of any class or series of capital stock that the Corporation may issue ranking senior to the Series A

Preferred Stock as to dividends and upon liquidation) shall be declared or paid or set aside for payment upon shares of any Junior Securities.

(b) Dividend Default. Whenever Dividends on any shares of Series A Preferred Stock are in arrears for more than ten (10) consecutive calendar days (a "**Dividend Default**"), then the holders of such shares of Series A Preferred Stock shall be entitled to receive from the Corporation one share of Common Stock for each share of Series A Preferred Stock with Dividends in arrears (i) on the eleventh day from the Dividend Payment Date and (ii) every sixty days thereafter until all Dividends accumulated on such shares of Series A Preferred Stock for the past dividend periods and the dividend for the then current dividend period shall have been fully paid or declared and a sum sufficient for the payment thereof set apart for payment..

5. Conversion Rights.

(a) Voluntary Conversion. Each holder of record of shares of Series A Preferred Stock may convert all or part of the Series Preferred Stock into shares of Common Stock based on the Conversion Formula by providing the Corporation with the form of conversion notice attached hereto as Annex A (a "**Voluntary Conversion Notice**").

(b) Forced Conversion. The provisions of Section 5(a) notwithstanding, if the holders of Series A Preferred Stock have not elected to convert all outstanding shares of Series A Preferred Stock pursuant to Section 5(a), each share of Series A Preferred Stock shall be convertible, at any time and from time to time from and after the date such share is issued, at the option of the Corporation, into the number of shares of Common Stock equal to the Conversion Formula. In the event the Corporation decides to force conversion, the Corporation shall send each holder of Series A Preferred Stock written notice of such event (the "**Conversion Notice**") stating that the Corporation elects to force conversion of such shares of Series A Preferred Stock pursuant to this Section 5(b) and shall state therein (A) the number of shares of Series A Preferred Stock to be converted and (B) the number of shares of Common Stock to be received by the holder. Upon receipt of such notice, each holder shall surrender to the Corporation the certificate for the Series A Preferred Stock duly endorsed for transfer and the Corporation shall as promptly as practicable deliver the shares of Common Stock. Conversion shall be deemed to have been affected on the date of the Conversion Notice. Any partial conversion of the Series A Preferred Stock will be made on a pro rata basis based on the relative number of shares of Series A Preferred Stock held by each holder.

(c) Conversion Formula. Subject to the adjustment provisions of Section 6 hereof, each share of the Series A Preferred Stock shall convert as determined by (i) multiplying the number of shares of Series A Preferred Stock to be converted at the Stated Value; (ii) adding to the result all accrued and unpaid dividends on such shares to be converted; and (iii) dividing the result by the Conversion Price in effect immediately prior to such conversion. The initial conversion price per share of Series A Preferred Stock (the "**Conversion Price**") shall be \$0.80 per share in the event of a voluntary conversion pursuant to Section 5(a), and \$2.40 per share in the event of a forced conversion pursuant to Section 5(b), in either case, subject to adjustment as applicable in accordance with Section 5 hereof (the "**Conversion Formula**"). All Common Stock, which may be issued upon conversion of the Series A Preferred Stock, will, upon issuance, be duly issued, fully paid and non-assessable and free from all taxes, liens, and charges with respect to the issuance thereof.

(d) Mechanics of Voluntary Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to Section 5(a) hereof, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the

Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for the shares of Common Stock issuable upon conversion of the Series A Preferred Stock (the "**Conversion Shares**"). The Corporation shall, within ten (10) business days, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Conversion shall be deemed to have been affected on the date when delivery of notice of an election to convert and certificates for shares is made, and such date is referred to herein as the "**Voluntary Conversion Date**." The calculations set forth in the Voluntary Conversion Notice shall control in the absence of manifest or mathematical error.

6. **Adjustment Provisions.** During the period in which any shares of Series A Preferred Stock remain outstanding, the Conversion Formula in effect at any time and the number and kind of securities issuable upon the conversion of the Series A Preferred Stock shall be subject to adjustment from time to time following the date of the original issuance of the Series A Preferred Stock upon the happening of certain events as follows:

(a) **Consolidation, Merger or Sale.** If any consolidation or merger of the Corporation with an unaffiliated third-party, or the sale, transfer or lease of all or substantially all of its assets to an unaffiliated third-party shall be effected in such a way that holders of shares of Common Stock shall be entitled to receive stock securities or assets with respect to or in exchange for their shares of Common Stock then provision shall be made, in accordance with this Section 6(a), whereby each holder of shares of Series A Preferred Stock shall thereafter have the right to receive such securities or assets as would have been issued or payable with respect to or in exchange for the shares of Common Stock into which the shares of Series A Preferred Stock held by such holder were convertible immediately prior to the closing of such merger, sale, transfer or lease, as applicable. The Corporation will not affect any such consolidation, merger, sale, transfer or lease unless prior to the consummation thereof the successor entity (if other than the Corporation) resulting from such consolidation or merger or the entity purchasing or leasing such assets shall assume by written instrument (i) the obligation to deliver to the holders of Series A Preferred Stock such securities or assets as, in accordance with the foregoing provisions, such holders may be entitled, and (ii) all other obligations of the Corporation hereunder. The provisions of this Section 6(a) shall similarly apply to successive mergers, sales, transfers or leases. Unless otherwise provided herein, holders shall not be required to convert Series A Preferred Stock pursuant to this Section 6(a).

(b) **Adjustment of Conversion Price upon Subdivision or Combination of Common Stock.** If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Formula pursuant to Section 5(c) hereof in effect immediately prior to such subdivision will be proportionately reduced. If the Corporation at any time combines (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares and the Conversion Formula pursuant to Section 5(c) hereof in effect immediately prior to such combination will be proportionately increased.

If, at any time while the shares of Series A Preferred Stock are outstanding, the Corporation, sells or grants any option to purchase or sells or grants any right to reprice, or otherwise disposes of or issues any Common Stock or Common Stock Equivalents entitling any person to acquire shares of Common Stock at an effective price per share that is lower than the then Conversion Price in effect (such lower price, the "**Base Conversion Price**" and such issuances, collectively, a "**Dilutive Issuance**") (if the holder of the Common Stock or Common Stock Equivalents so issued shall at any time, whether by operation of purchase price adjustments, reset provisions, floating conversion, exercise or exchange prices or otherwise, or due to warrants, options or rights per share which are issued in connection with such

issuance, be entitled to receive shares of Common Stock at an effective price per share that is lower than the Conversion Price, such issuance shall be deemed to have occurred for less than the Conversion Price on such date of the Dilutive Issuance), then the Conversion Price shall be reduced to equal the Base Conversion Price. Such adjustment shall be made whenever such Common Stock or Common Stock Equivalents are issued. "**Common Stock Equivalents**" means any securities of the Corporation which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, right, option, warrant or other instrument that is at any time convertible into or exercisable or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock.

Notwithstanding anything to the contrary herein the foregoing shall not apply to any Exempt Issuance. "**Exempt Issuance**" means the issuance of (i) shares of Common Stock or options to consultants, employees, officers or directors of the Corporation pursuant to any stock or option plan duly adopted for such purpose, by a majority of the non-employee members of the Board of Directors or a majority of the members of a committee of non-employee directors established for such purpose for services rendered to the Corporation, (ii) the exercise or exchange of or conversion of securities issued hereunder (subject to adjustment for forward and reverse stock splits and the like that occur after the date hereof) and/or other securities exercisable or exchangeable for, or convertible into shares of Common Stock issued and outstanding on the date of this Designation, provided that such securities and any term thereof have not been materially amended since the date of this Designation to increase the number of such securities or to decrease the issue price, exercise price, exchange price or conversion price of such securities, or (iii) securities issued pursuant to acquisitions approved by the independent directors of the Corporation, provided that any such issuance shall only be to a person (or to the equity holders of a person) which is, itself or through its subsidiaries, an operating company or an owner of an asset in a business synergistic with the business of the Corporation and shall be intended to provide to the Corporation substantial additional benefits in addition to the investment of funds, but shall not include a transaction in which the Corporation is issuing securities primarily for the purpose of raising capital or to an entity whose primary business is investing in securities.

(c) Notice of Adjustment. Whenever the Conversion Formula is adjusted as herein provided, the Corporation shall promptly but no later than ten (10) days after any request for such an adjustment by the holder, cause a notice setting forth the adjusted Conversion Formula issuable upon exercise of each share of Series A Preferred Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to the holders at their last addresses appearing in the share register of the Corporation, and shall cause a certified copy thereof to be mailed to its transfer agent, if any. The Corporation may retain a firm of independent certified public accountants selected by the Board of Directors (who may be the regular accountants employed by the Corporation) to make any computation required by this Section 6, and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.

7. Voting Rights. Holders of Series A Preferred Stock shall have no voting rights except as required by law, including but not limited to the Florida Business Corporations Act, and as expressly provided in this Designation.

8. Redemption.

(a) Redemption. At any time on or after the Date of Issuance, the Corporation shall have the right to redeem, out of funds legally available therefor, all of the then outstanding Series A Preferred Stock (a "**Series A Redemption**") for a price per Share equal to the Stated Value for such share, plus all unpaid accrued and accumulated dividends on such shares (whether or not declared) (the "**Series A Redemption Price**"). Any such Series A Redemption shall occur not more than sixty (60) days following date of a written election notice (the "**Series A Election Notice**") from the Corporation. Notwithstanding anything to the contrary contained herein, each holder of Series A Preferred Stock shall

have the right to elect prior to any Series A Redemption to give effect to the conversion rights contained in Section 5 instead of giving effect to the provisions contained in this Section 8 with respect to the Series A Preferred Stock held by such holder. In exchange for the surrender to the Corporation by the respective holders of Series A Preferred Stock of their certificate or certificates representing such shares in accordance with Section 8(d) below, the aggregate Series A Redemption Price for all shares held by each holder of Series A Preferred Stock shall be payable in cash in immediately available funds to the respective holders of the Series A Preferred Stock on or prior to the Series A Redemption Date.

(b) Election Notice. Each Series A Election Notice shall state:

(i) the number of Shares of Series A Preferred Stock held by the holder that the Corporation shall redeem on the Series A Redemption Date specified in the Series Election Notice;

(ii) the date of the closing of the redemption, which pursuant to Section 8(a) shall be no later than sixty (60) days following the date of the Series A Election Notice (the applicable date, the "Series A Redemption Date") and the Series A Redemption Price;

(iii) the date upon which the holder's right to convert its Series A Preferred Stock pursuant to Section 5 terminates, which date shall be no earlier than five (5) days before the Series A Redemption Date (the applicable date, the "Series A Conversion Election Date"); and

(iv) the manner and place designated for surrender by the holder to the Corporation of his, her or its certificate or certificates representing the shares of Series A Preferred Stock to be redeemed.

(c) Surrender of Certificates. On or before the Series A Redemption Date, each holder of shares of Series A Preferred Stock not otherwise electing prior to the Series A Conversion Election Date to convert its shares pursuant to Section 5 shall surrender the certificate or certificates representing such shares to the Corporation, in the manner and place designated in the Series A Redemption Notice, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto), or, in the event the certificate or certificates are lost, stolen or missing, shall deliver an affidavit of loss, in the manner and place designated in the Series A Redemption Notice. Each surrendered certificate shall be canceled and retired and the Corporation shall thereafter make payment of the applicable Series A Redemption Price by certified check or wire transfer to the holder of record of such certificate.

(d) Option. In addition to the Series A Redemption Price, on any Series A Redemption Date, the Corporation shall issue to each holder of Series A Preferred Stock subject to such redemption, for each such share of Series A Preferred Stock held, an option to purchase 20 shares of the Corporation's Common Stock, at an exercise price of \$1.25 per share Common Stock, which option shall have a term of 5 years.

(e) Rights Subsequent to Redemption. If on the applicable Series A Redemption Date, the Series A Redemption Price is paid (or tendered for payment) for the Series A Preferred Stock to be redeemed on such Series A Redemption Date, then on such date all rights of the holder in such shares so redeemed and paid or tendered, including any rights to dividends on such shares, shall cease, and such shares shall no longer be deemed issued and outstanding.

9. Reservation of Shares. The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of

effecting the conversion of the Series A Preferred Stock pursuant to the terms hereof (taking into account the adjustments and restrictions of Section 6), such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series A Preferred Stock, the Corporation shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.

10. Transfer Taxes and Expenses. The issuance of shares of Common Stock on conversion of the Series A Preferred Stock shall be made without charge to the Holder hereof for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such Common Stock. The Corporation shall pay all transfer agent fees required for same-day processing of any Conversion and all fees to the Depository Trust Company (or another established clearing corporation performing similar functions) required for delivery of the Common Stock.

11. Miscellaneous. The shares of the Series A Preferred Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Designation. The holders of the Series A Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock. Holders of fifty-one percent (51%) of the outstanding shares of Series A Preferred Stock may, voting as a single class, elect to waive or amend any provision of this Designation, and the affirmative vote of such percentage with respect to any proposed waiver or amendment of any of the provisions contained herein shall bind all holders of Series A Preferred Stock.