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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SPUR INTELLIGENCE CORPORATION**

Certificate of Status	0
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NOV 04 2019
C. Kinsey

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SPUR INTELLIGENCE CORPORATION**

Pursuant to Sections 607.10025 and 607.1006 of the Florida Business Corporation Act (the "FBCA"), Spur Intelligence Corporation (the "**Corporation**"), adopts these Articles of Amendment to its Articles of Incorporation ("**Articles of Amendment**").

A. The name of the Corporation is Spur Intelligence Corporation.

B. The Corporation does hereby further certify that these Articles of Amendment were duly adopted by the Corporation's Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of the FBCA. These Articles of Amendment were adopted by the unanimous consent of the Corporation's Board of Directors on October 31, 2019 and duly approved by the Corporation's shareholders on October 31, 2019 and the number of votes cast for these Articles of Amendment by the shareholders was sufficient for approval.

C. The Articles of Incorporation of the Corporation (the "**Articles**") are amended as follows:

1. Forward Stock Split. Upon the Effective Time (as defined below) of these Articles of Amendment, each one (1) share of the Corporation's common stock ("**Common Stock**") issued and outstanding immediately prior to the Effective Time will be and hereby is automatically reclassified and changed (without any further act) into eight hundred and fifty (850) validly issued, fully-paid and non-assessable shares of Common Stock.

2. Increase in Authorized Capital Stock; Common and Non-Voting Common Stock. Article IV of the Articles shall be deleted in its entirety and replaced with the following:

"The total number of shares of capital stock that the Corporation is authorized to issue is ten million (10,000,000) shares consisting of (a) eight million five hundred thousand (8,500,000) shares of common stock ("**Common Stock**"), and (b) one million five hundred thousand (1,500,000) shares of non-voting common stock ("**Non-Voting Common Stock**"). Except as set forth in this Article IV, the relative rights, preferences and limitations of the Common Stock and the Non-Voting Common Stock are identical in all respects.

Except as may be otherwise required by law, each holder of Common Stock shall have one vote in respect of each share of Common Stock held of record on all matters voted upon by the shareholders. The holders of Non-Voting Common Stock shall have no voting rights except as required by the FBCA. Where shares of Non-Voting Common Stock are entitled to vote, each holder of Non-Voting Common Stock shall have one vote in respect of each share of Non-Voting Common Stock held of record solely on the matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the FBCA."

D. Except as provided for above, the Articles shall remain unchanged.

E. These Articles of Amendment shall become effective on November 4, 2019 at 5:00 p.m. (the "**Effective Time**").

(signature page follows)

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on behalf of the Corporation on this 31st day of October, 2019.

SPUR INTELLIGENCE CORPORATION

/s/ Ethan Smith
Ethan Smith,
Chief Executive Officer