

P170000091346

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

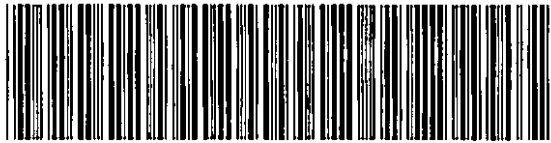
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KYNDFUL BABY PRODUCTS CORP

DOCUMENT NUMBER: 17000091346

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

Please return all correspondence concerning this matter to the following:

Christian Fong, Esq.

Name of Contact Person

LAW OFFICE OF CHRISTIAN FONG, P.A.

Firm/ Company

515 LORETTO AVE.

Address

CORAL GABLES, FL 33146

City/ State and Zip Code

CHRISTIAN@CFONGLAW.COM

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

For further information concerning this matter, please call:

CHRISTIAN FONG at (786) 607-3664
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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

KYNDFUL BABY PRODUCTS CORP

P17000091346

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

N/A

N/A

N/A

N/A

Page 1 of 4

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

See Attached

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

See Attached

**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KYNDFUL BABY PRODUCTS CORP**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the “FBCA”), KYNDFUL BABY PRODUCTS CORP, a corporation organized and existing under the laws of the State of Florida (the “Corporation”), hereby adopts these Articles of Amendment (the “Articles of Amendment”) to the Articles of Incorporation, filed with the Secretary of State on November 13, 2017 (the “Articles of Incorporation”), as follows:

1. The name of the Corporation is “KYNDFUL BABY PRODUCTS CORP”.
2. Article IV of the Articles of Incorporation shall be deleted in its entirety and now reads as follows:

Article IV

A. AUTHORIZED SHARES. The total number of shares of all classes of stock which the Corporation shall be authorized to issue is 1,100,000 shares, of which: (i) 100,000 shares are designated as Class F Common Stock (the “Class F Common Stock”), and (ii) 1,000,000 shares are designated as Class A Common Stock (the “Class A Common Stock”, and together with the Class F Common Stock, the “Common Stock”). The number of authorized shares of any class or classes of capital stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation entitled to vote on the matter and, except as may otherwise be provided in these Articles of Incorporation, as they may be amended from time to time.

B. COMMON STOCK. The powers, preferences and rights of the Class F Common Stock and the Class A Common Stock, and the qualifications, limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law or as expressly provided herein as follows:

1. VOTING RIGHTS

a. General. Except as otherwise provided herein or by applicable law, the holders of shares of Class F Common Stock and the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote or for the consent of the shareholders of the Corporation.

b. Provisions Applicable to Class A Common Stock. Except as otherwise provided herein or by applicable law, each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable record date on any matter that is submitted to a vote or for the consent of the shareholders of the Corporation.

c. Provisions Applicable to Class F Common Stock. Except as otherwise provided herein or by applicable law, each holder of shares of Class F Common Stock shall be entitled to ten (10) votes for each share of Class F Common Stock held as of the applicable record date on any matter that is submitted to a vote or for the consent of the shareholders of the Corporation.

d. Election of Board of Directors. The holders of Class A Common Stock, voting as a separate class, shall be entitled to elect one (1) member of the Corporation's Board of Directors (the "**Board**") at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors (the "**Class A Common Stock Director**"), and to remove from office the Class A Common Stock Director and to fill any vacancy caused by the resignation, death or removal of the Class A Common Stock Director. The Class A Common Stock Director may be removed without cause by the holders of a majority of the outstanding Class A Common Stock. The holders of Class F Common Stock, voting as a separate class, shall be entitled to elect two (2) members of the Corporation's Board (the "**Class F Common Stock Directors**") at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors, and to remove from office the Class F Common Stock Directors and to fill any vacancy caused by the resignation, death or removal of the Class F Common Stock Directors. The holders of Class A Common Stock and Class F Common Stock, voting together as a single class, shall be entitled to elect all remaining members of the Board at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

2. DIVIDENDS AND DISTRIBUTIONS. The holders of Class A Common Stock and the holders of Class F Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor, provided, however, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class F Common Stock shall receive Class F Common Stock or rights to acquire Class F Common Stock, as the case may be.

3. LIQUIDATION. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of Class A Common Stock and the holders of Class F Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

4. OTHER SPECIAL VOTING REQUIREMENTS. As long as any shares of the Class F Common Stock shall be issued and outstanding, the Corporation shall not, directly or indirectly, do any of the following without (in addition to any other vote required by law or these Articles of

Incorporation) the affirmative vote or written consent of the holders of at least a majority of the shares of Class F Common Stock then outstanding:

a. amend, alter, change, or repeal any of the powers, preferences, rights, privileges, restrictions or provision provided in these Articles of Incorporation so as to affect the Class F Common Stock adversely;

b. amend, alter, change, or repeal the Bylaws of the Corporation so as to affect the Class F Common Stock adversely;

c. authorize, create or issue, increase or decrease (other than for decreases resulting from conversion of the Class F Common Stock) the authorized number of shares of, any class or series of capital stock;

d. enter into any merger or reorganization of the Corporation;

e. sell, lease, exchange, transfer or otherwise dispose of all, or substantially all, of the property, assets, or business of the Corporation, whether or not in the usual and regular course of business;

f. liquidate, dissolve or wind-up the business and affairs of the Corporation, or consent, agree or commit to any of the foregoing without conditioning such consent, agreement or commitment upon obtaining the approval required by this Article IV, Section B, Subsection 4;

g. Increase or decrease the size of the Board;

h. pay or declare any dividend, whether in cash or property, or make any other distribution on the Common Stock, or purchase, redeem or otherwise acquire for value any shares of Common Stock, except for:

(1) acquisitions of Common Stock by the Corporation pursuant to agreements which permit the Corporation to repurchase such shares at cost (or the lesser of cost or fair market value) upon termination of services to the Corporation; or

(2) acquisitions of Common Stock in exercise of the Corporation's right of first refusal to repurchase such shares.

i. enter into any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which the shareholders of the Corporation immediately prior to such consolidation, merger or reorganization, continue to hold at least a majority of the voting power of the surviving entity in substantially the same proportions (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger or reorganization;

j. sell, lease, exchange, transfer or otherwise dispose of all, or substantially all, of the property, assets, or business of the Corporation, whether or not in the usual and regular course of business;

k. mortgage, pledge, dedicate to the repayment of indebtedness (whether with or without recourse), create a security interest in, or otherwise encumber any or all of the property,

assets, or business of the Corporation, whether or not in the usual and regular course of business;
or

1. create or issue stock rights or options to the shareholders, directors, officers, or employees of the Corporation for the purchase from the Corporation of any shares of any class or classes of shares;

5. CONVERSION.

a. Definitions. As used in this Article IV, Section B, Subsection 5, the following terms shall have the following meanings:

- (1) **"Founder"** means either Cristina Carvallo, Guillermo Sanchez, or Paula Uva, each as a natural living person, and **"Founders"** means all three of them.
- (2) **"Mental Disability"** means, with respect to a Founder, permanent and total disability such that such Founder is unable to engage in any substantial gainful activity by reason of any medically determinable mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months as determined by a licensed medical practitioner. In the event of a dispute as to whether a Founder has suffered a Mental Disability, no Mental Disability of the Founder shall be deemed to have occurred unless and until an affirmative ruling regarding such Mental Disability has been made by a court of competent jurisdiction, and such ruling has become final and non-appealable.
- (3) **"Permitted Entity"** shall mean, with respect to any Founder, any trust, account, plan, corporation, partnership, or limited liability company established by or for such Founder.
- (4) **"Transfer"** of a share of Class F Common Stock shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, a transfer of a share of Class F Common Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, Voting Control over a share of Class F Common Stock by proxy or otherwise; provided, however, that the following shall not be considered a "Transfer" within the meaning of this Article IV, Section B, Subsection 5(a)(4):

- a. the granting of a proxy to officers or directors of the Corporation at the request of the Board in connection with actions to be taken at an annual or special meeting of shareholders;
- b. the entering into a voting trust, agreement or arrangement (with or without granting a proxy) solely with shareholders who are Founders or one or more Permitted Entities of Founders; or
- c. the pledge of shares of Class F Common Stock by a Founder or a Permitted Entity of a Founder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction so long as the Founder continues to exercise exclusive Voting Control over such pledged shares; provided, however, that a foreclosure on such shares of Class F Common Stock or other similar action by the pledgee shall constitute a "Transfer".

(5) **"Voting Control"** with respect to a share of Class F Common Stock shall mean the power (whether exclusive or shared) to vote or direct the voting of such share of Class F Common Stock by proxy, voting agreement or otherwise.

b. **Voluntary Conversion.** Each share of Class F Common Stock may from time to time, at the option of the holder of record thereof, be converted into one (1) fully paid and nonassessable share of Class A Common Stock upon written notice to the Secretary of the Corporation at its principal offices as provided on the website maintained by or for the Secretary of State of the State of Florida, which notice shall be effective upon receipt by the Corporation.

c. **Automatic Conversion.** Each share of Class F Common Stock shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon a Transfer of such share, other than a Transfer from a Founder, or any Permitted Entity of such Founder, to another Founder, or any Permitted Entity of such other Founder.

d. **Conversion Upon Death or Mental Disability.** Each share of Class F Common Stock held of record by a Founder, or by such Founder's Permitted Entities, shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the death of such Founder; provided, however, that:

- (1) If a Founder, or such Founder's Permitted Entity (in either case, the **"Transferring Founder"**) Transfers exclusive Voting Control (but not ownership) of shares of Class F Common Stock to another Founder (the **"Transferee Founder"**) which Transfer of Voting Control is contingent or effective upon the death or Mental Disability of the Transferring Founder, then each share of Class F Common Stock that is the subject of such Transfer shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (a) nine (9) months after the earlier of the date upon which the Transferring Founder died or the date upon which Mental Disability in respect of such Transferring Founder occurred, as the case may be, or (b) the date upon which the Transferee Founder ceases to hold exclusive Voting Control over such shares of Class F Common Stock; provided, further, that if the Transferee Founder

shall die or suffer Mental Disability within nine (9) months following the death or Mental Disability, as the case may be, of the Transferring Founder, then a trustee designated by the Transferee Founder and approved by the Board may exercise Voting Control over: (x) the Transferring Founders' shares of Class F Common Stock and, in such instance, each such share of Class F Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (A) nine (9) months after the date upon which the Transferring Founder died or the date upon which Mental Disability in respect of such Transferring Founder occurred, as the case be, or (B) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class F Common Stock; and (y) the Transferee Founders' shares of Class F Common Stock (or shares held of record by any Permitted Entity of the Transferee Founder) and, in such instance, each such share of Class F Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (A) nine (9) months after the earlier of the date upon which the Transferee Founder died or the date upon which Mental Disability in respect of such Transferee Founder occurred, as the case may be, or (B) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class F Common Stock; and

- (2) If the Founders die, or Mental Disability in respect of the Founders occurs simultaneously (such simultaneous occurrence, a "Simultaneous Event"), a trustee designated by the Founders and approved by the Board may exercise Voting Control over the Founders' shares of Class F Common Stock (or shares of Class F Common Stock held of record by any of the Permitted Entities of the Founders) and, in such instance, each such share of Class F Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (a) nine (9) months after the date of the Simultaneous Event or (b) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class F Common Stock.

e. Procedures. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Class F Common Stock to Class A Common Stock and the general administration of this dual class common stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class F Common Stock furnish affidavits, certificates, or other proof to the Corporation as it deems necessary to verify the ownership of Class F Common Stock and to confirm that a conversion to Class A Common Stock has not occurred. A determination by the Secretary of the Corporation that a Transfer results in a conversion to Class A Common Stock shall be conclusive.

f. Mechanics of Conversion. In the event of a conversion of shares of Class F Common Stock to shares of Class A Common Stock pursuant to this Article IV, Section B, Subsection 5, such conversion shall be deemed to have been made at the time that the Transfer of such shares occurred. Upon any conversion of Class F Common Stock to Class A Common

Stock, all rights of the holder of shares of Class F Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock. Shares of Class F Common Stock that are converted into shares of Class A Common Stock as provided in this Article IV, Section B, Subsection 5 shall be retired and may not be reissued.

g. Reservation of Stock. The Corporation shall at all times reserve and keep available for issue upon the conversion of the Class F Common Stock such number of its authorized but unissued shares of Class A Common Stock as will be sufficient to permit the conversion of all outstanding shares of the Class F Common Stock.

C. SHARE RECLASSIFICATION. Upon the effective date of these Articles of Amendment (the "Effective Date"), each share of existing Common Stock, issued and outstanding immediately prior to the Effective Date shall automatically be reclassified and changed, without any action on the part of the holder thereof, into one (1) share of Class F Common Stock. Each stock certificate that, immediately prior to the Effective Date, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Date shall, from and after the Effective Date, automatically and without the necessity of presenting the same for exchange, represent that number of shares of Common Stock after the Effective Date into which the shares of Common Stock formerly represented by such certificate shall have been reclassified; provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Date shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of shares of Class F Common Stock after the Effective Date into which the shares of Common Stock formerly represented by such certificate shall have been reclassified.

D. PREEMPTIVE RIGHTS AT DISCRETION OF BOARD. In its discretion and from time to time, the Board may determine that the shareholders have preemptive rights in shares issued by the Board, at a price determined by the Board. Should the Board offer preemptive rights in any portion of the shares of the Corporation, whenever authorized, or any obligation convertible into shares of the Corporation, the offer shall not constitute a waiver or release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the shareholders.

3. Article V of the Articles of Incorporation shall be deleted in its entirety and now reads as follows:

Article V

The name and Florida street address of the registered agent is:

Law Office of Christian Fong, P.A.
515 Loretto Ave.
Coral Gables, FL 33146

4. Except as amended above, the remainder of the Corporation's Articles of Incorporation shall remain unchanged, and are hereby ratified and confirmed.

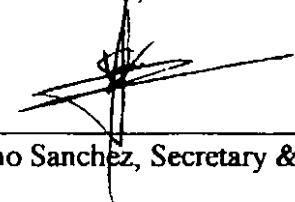
5. The Effective Date of these Articles of Amendment is the date of filing of these Articles of Amendment with the Secretary of State of the State of Florida.

6. These Articles of Amendment to the Corporation's Articles of Incorporation were adopted by the unanimous written consent of the shareholders of the Corporation on April 26, 2018, in accordance with and in the manner prescribed by the FBCA.

Signed this 27th day of April 2018

KYNDFUL BABY PRODUCTS CORP

By: 
Cristina Carvallo, President & Director

By: 
Guillermo Sanchez, Secretary & Director

The date of each amendment(s) adoption: APRIL 26, 2018, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

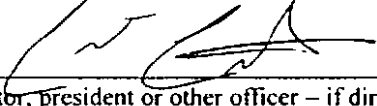
"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____,"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated MAY 1, 2018

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

CRISTINA CARVALLO

(Typed or printed name of person signing)

PRESIDENT + DIRECTOR

(Title of person signing)