

P18000024199

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

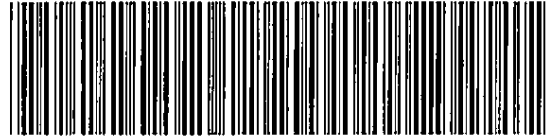
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: COZAIN CORPORATION

DOCUMENT NUMBER: P18000024199

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

Please return all correspondence concerning this matter to the following:

Jay Jason BARTLETT

Name of Contact Person

COZAIN CORPORATION

Firm/ Company

18134 SW 92 COURT

Address

PALMETTO BAY FL 33157

City/ State and Zip Code

JAY@COZAIN.COM

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

For further information concerning this matter, please call:

Jay Jason BARTLETT

Name of Contact Person

at (760) 429-3444

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 & Certified Copy (Additional copy is enclosed)
- \$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

Articles of Amendment
to
Articles of Incorporation
of

COZANT CORPORATION

(Name of Corporation as currently filed with the Florida Dept. of State)

718000024199

(Document Number of Corporation (if known))

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

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

**18134 SW 92 COURT
PALMETTO BAY FL 33157**

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

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

INCREASING THE NUMBER OF SHARES IN THE
CORPORATION.

PLEASE 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)

The date of each amendment(s) adoption: _____, 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 incorporators, or board of directors without shareholder action and shareholder action was not required.

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 BOARD OF DIRECTORS
(voting group)"

Dated _____

Signature Jay Jason Bartlett
(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)

JAY JASON BARTLETT

(Typed or printed name of person signing)

CEO

(Title of person signing)

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
COZAJNT CORPORATION,
a Florida corporation**

The undersigned, constituting the Board of Directors of Cozajnt Corporation, a Florida corporation (the "Corporation"), in accordance with the authority contained in Section 607.0821 of the Florida Business Corporation Act and the Bylaws of this Corporation, hereby consent to the adoption of the following recitals and resolutions:

AMENDMENT OF ARTICLES OF INCORPORATION

WHEREAS, it is deemed to be in the best interests of this Corporation that the Articles of Incorporation of the Corporation, as amended to date (the "Articles of Incorporation"), be amended to change the authorized capital stock of the Corporation to provide for the issuance of 2,000,000 shares.

NOW, THEREFORE, BE IT RESOLVED, that the amendment of the Articles of Incorporation of this Corporation to effect the change described above be, and hereby is, approved and authorized;

RESOLVED FURTHER, that the Articles of Amendment to Articles of Incorporation of this Corporation (the "Articles of Amendment"), in substantially the form attached hereto as Exhibit A, be, and hereby are, approved and adopted;

RESOLVED FURTHER, that the officers of this Corporation be, and each of them hereby is, authorized and directed on behalf of this Corporation and in its name to execute the Articles of Amendment, with such modifications, amendments or insertions thereto as may be approved by the officer or officers executing the same, such approval to be conclusively evidenced by the execution thereof and to cause the Articles of Amendment to be filed with the Florida Secretary of State; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation and in its name, to execute and deliver all such documents and instruments and to take all such other actions, as such officer or officers shall determine to be necessary or advisable in order to carry out the purposes of these resolutions, with such determination to be conclusively evidenced by the execution and delivery of such documents or instruments or the taking of such action.

APPROVAL OF 2021 STOCK INCENTIVE PLAN

WHEREAS, the Corporation desires to provide stock incentives to certain officers, directors, employees and other persons with important business relationships with the Corporation and provide them with an opportunity to participate in the ownership of the Corporation;

WHEREAS, there has been submitted to and considered by the undersigned a herein proposed form of the Corporation's 2021 Stock Incentive Plan, substantially in the form set forth, and attached hereto as Exhibit B (the "Plan"), providing for the issuance under the Plan of incentive stock options, nonqualified stock options, restricted stock grants and stock appreciation rights;

WHEREAS, it has been proposed that an aggregate of up to two hundred fifty thousand (250,000) shares of the Corporation's Common Stock ("Common Stock") be reserved for issuance under the Plan following the amendment of the Corporation's Articles of Incorporation to increase the authorized number of shares of Common Stock of the Corporation as approved in the resolutions above; and

WHEREAS, it is deemed to be in the best interests of the Corporation and its stockholders that the Corporation adopt and approve the Plan.

NOW, THEREFORE, BE IT RESOLVED, that subject to the ratification by the shareholders of the Corporation, the undersigned do hereby approve and adopt the Plan;

RESOLVED FURTHER, that the form, terms and provisions of the Plan are hereby approved and adopted;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to submit the Plan to the shareholders of the Corporation for approval as soon as practicable and in any event within the next twelve months and to prepare, execute and deliver appropriate materials in connection with the submission of the Plan to the stockholders for approval;

RESOLVED FURTHER, that, subject to such shareholder approval, the issuance of shares of Common Stock pursuant to the Plan is hereby authorized, and two hundred fifty thousand (250,000) shares of Common Stock (such amount subject to adjustment pursuant to the terms of the Plan) are hereby reserved for issuance upon exercise of options or stock purchase rights pursuant to the Plan;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized on behalf of the Corporation and in its name to execute, deliver and carry out any documents or agreements which they, in consultation with legal counsel, may deem necessary or advisable to carry out the implementation of the Plan, including without limitation, the execution and delivery of stock option agreements in substantially the form attached hereto as Exhibit C with such changes as may be approved by the officer or officers executing and delivering the same, and the same hereby are, approved, adopted and ratified;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized on behalf of the Corporation and in its name to execute, deliver and carry out any documents or agreements which they, in consultation with legal counsel, may deem necessary or advisable to carry out the implementation of the Plan, including without limitation, the execution and delivery of stock option agreements, restricted stock purchase agreements and/or stock appreciation rights

agreements in such forms as may be approved by the officer or officers executing and delivering the same, and the same hereby are, approved, adopted and ratified;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized to prepare or cause to be prepared, verified and filed by and on behalf of the Corporation any applications, notifications, forms, consents to service of process or other requests for action, orders or permits by any governmental agency, or to qualify or apply for any exemption therefrom, including any state notifications and for amended permits, applications or amendments to any such qualifications or exemptions all as may be deemed necessary or advisable by the officer or agent of the Corporation acting on the matter; and

RESOLVED FURTHER, that all shares of Common Stock sold by the Corporation upon exercise of options or stock purchase rights granted pursuant to the Plan, shall, upon receipt by the Corporation of the consideration received therefor, be duly and validly issued, fully paid and nonassessable shares and that the consideration received therefor shall be credited to appropriate capital accounts of the Corporation.

GENERAL AUTHORITY

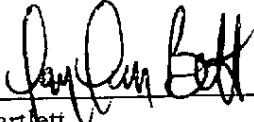
BE IT RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized at any time and from time to time to do and perform any and all acts or things, including, without limitation, the execution and delivery of any and all further agreements, documents, instruments or papers of whatever kind or nature, which such officers or any of them may consider necessary or desirable to effect the intent of any and all of the foregoing resolutions; and the performance of such other acts and things by any of such officers shall evidence conclusively and for all purposes that such officer or officers considered the same to be necessary or desirable as aforesaid and that such act or thing so done or performed was hereby authorized; and that all such acts or things heretofore performed by the officers of this Corporation are hereby ratified and approved; and

RESOLVED FURTHER, that these resolutions adopted by the Board of Directors may be executed in two or more counterparts, and by electronic transmission, and each such counterpart shall be deemed an original, and all of which, when taken together, shall constitute but one and the same instrument.

[Signature page follows]

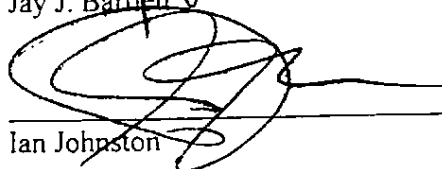
IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors as of the date appearing opposite their respective signatures below:

Dated: APRIL 9 2021, 2021

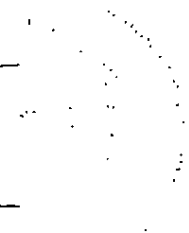


Jay J. Barrett

Dated: Apr 9 2021, 2021



Ian Johnston



4831-9351-2673v1/105495-0000

**ACTION BY WRITTEN CONSENT
OF THE SHAREHOLDERS OF
COZAIN T CORPORATION,
a Florida corporation**

The undersigned shareholders of Cozaint Corporation, a Florida corporation (the "Corporation"), in accordance with the authority contained in Section 607.0704 of the Florida Business Corporation Act and the Bylaws of this Corporation, hereby consent to the adoption of the following recitals and resolutions:

APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION

WHEREAS, the Board of Directors of this Corporation has adopted resolutions approving the amendment of the Articles of Incorporation of this Corporation and the form of Articles of Amendment to Articles of Incorporation of the Corporation attached hereto as Exhibit A (the "Articles of Amendment"); and

WHEREAS, it is deemed to be in the best interests of this Corporation that the Corporation's Articles of Incorporation be amended in the manner provided in the Articles of Amendment.

NOW, THEREFORE, BE IT RESOLVED, that the amendment of the Corporation's Articles of Incorporation and the form of the Articles of Amendment, as adopted by the Board of Directors of the Corporation, be, and hereby are, approved.

APPROVAL OF 2021 STOCK INCENTIVE PLAN

WHEREAS, there has been submitted to and considered by shareholders of the Corporation the Cozaint Corporation 2021 Stock Incentive Plan, in substantially the form attached hereto as Exhibit B and incorporated herein by reference (the "Plan"), pursuant to which an aggregate of up to 250,000 shares of the Corporation's Common Stock ("Common Stock") may be issued to employees, officers, directors, consultants and other service providers of the Corporation, pursuant to incentive stock options, nonqualified stock options, restricted stock grants and stock appreciation rights;

WHEREAS, the Board of Directors has approved and adopted the Plan in order to enhance the Corporation's ability to attract and retain the services of, as well as to provide incentive for, qualified employees, officers, directors, consultants and other service providers upon whose judgment, initiative and efforts the successful conduct and development of the Corporation's business largely depend; and

WHEREAS, the undersigned shareholders deem it to be advisable and in the best interests of the Corporation to approve and adopt the Plan.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned shareholders hereby approve and adopt the form, terms and provisions of the Plan, in the form attached hereto as Exhibit B:

RESOLVED FURTHER, that the issuance of shares of Common Stock pursuant to the Plan be, and hereby is, authorized, and that an aggregate of 250,000 shares of Common Stock (such amounts to be increased by adjustments, if any, made pursuant to the Plan) be, and hereby are, reserved for issuance under the Plan pursuant to incentive stock options, nonqualified stock options, restricted stock grants and stock appreciation rights; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, on behalf of the Corporation and in its name, to execute and deliver all such documents and instruments and to take all such other actions which such officer or officers may determine to be necessary or desirable to cause the sale and issuance of shares of the Corporation's Common Stock which may be sold and issued pursuant to the Plan, with such determination to be conclusively evidenced by the execution and delivery of such documents and instruments of the taking of such action.


GENERAL AUTHORITY

BE IT RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized at any time and from time to time to do and perform any and all acts or things, including, without limitation, the execution and delivery of any and all further agreements, documents, instruments or papers of whatever kind or nature, which such officers or any of them may consider necessary or desirable to effect the intent of any and all of the foregoing resolutions; and the performance of such other acts and things by any of such officers shall evidence conclusively and for all purposes that such officer or officers considered the same to be necessary or desirable as aforesaid and that such act or thing so done or performed was hereby authorized; and that all such acts or things heretofore performed by the officers of this Corporation are hereby ratified and approved; and

RESOLVED FURTHER, that these resolutions adopted by the undersigned may be executed in two or more counterparts, including electronically transmitted counterparts, and each such counterpart shall be deemed an original, and all of which, when taken together, shall constitute but one and the same instrument.

[Signatures on following page]


The undersigned shareholders of the Corporation hereby consent to the foregoing resolutions and actions and direct that this Action by Written Consent be filed with the minutes of the Corporation. Said resolutions and actions shall have the same force and effect as if they were adopted at a meeting at which the undersigned were personally present and shall be effective as of the date the last required consent signed by a shareholder is delivered to the Corporation.

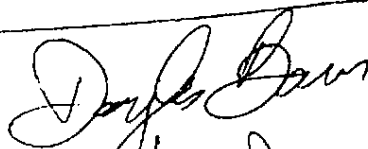
Signature:  _____

Printed Name of Shareholder:
Ian D. Johnston

Shares Held: 50,000

Date: Apr 9, 2021


JAY JASON BARRETT
SHARES: 510,000
APRIL 9 2021


Douglas Bass
April 9, 2021
SHARES: 30,000