

P18000042049

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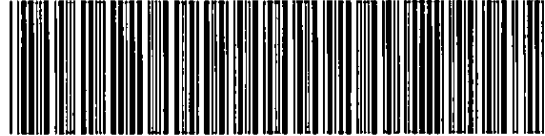
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2021 MAY 20 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FL.

A. Butler

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LIFE ELECTRIC VEHICLES, INC.

DOCUMENT NUMBER: P18000042049

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

Please return all correspondence concerning this matter to the following:

ROBERT PROVOST

Name of Contact Person

LIFE ELECTRIC VEHICLES, INC.

Firm/ Company

460 HILLSBORO TECHNOLOGY DRIVE

Address

DEERFIELD BEACH, FL 33441

City/ State and Zip Code

rob@life.bike

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

For further information concerning this matter, please call:

William J Reilly

at (561) 289-5063

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:

☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

LIFE ELECTRIC VEHICLES, INC.

[Document No. P18000042049]

2021 MAY 20 PM 4:24

Pursuant to the provisions of section 607.1006, Florida Statutes, Life Electric Vehicles, Inc. (the "Corporation"), a profit corporation organized and existing under the laws of the state of Florida (the "Law"), does hereby adopt the following Amendment to its Articles of Incorporation:

ARTICLE IV is hereby Amended to read as follows:

"The number of shares the corporation is authorized to issue is: 100,000,000 shares of Common Stock, \$.0001 par value; and 10,000,000 shares of Preferred Stock, \$.0001 par value,

The voting powers, preferences, and relative, participating, optional and other special rights of the shares of each such Class, and the qualifications, limitation, and restrictions thereof are as follows:

Section 1. Designation and Amount.

The shares of Preferred Stock classified and designated as follows:

- 400,000 Shares of Class A Preferred Stock;
- 3,000,000 Shares of Class B Preferred Stock;
- 500,000 Shares of Class C Preferred Stock;
- 2,000,000 Shares of Class D Preferred Stock
- 3,000,000 Shares of Class P Preferred Stock and
- 1,100,000 Shares of unclassified Preferred Stock.

Section 2. Voting.

The Class A, B, C, D and P Preferred Stock shall have no voting rights.

Section 3. Dividends.

The Class A, B, C, D and P Preferred Stock shall have no dividend rights.

Section 4. Conversion. The Corporation will be required to convert the shares of its Class A, B, C, D and P Preferred Stock into Shares of its Common Stock, at a conversion ratio of one-for-one, subject to the following provisions:

- (A) By the Holder, at any time, upon written Notice of Conversion made by the Holder of the Class A, B, C, D or P Shares; or
- (B) By the Corporation, at any time that the Corporation's Common Stock has a bid price of at least \$4.00 per Share on the OTC or NASDAQ Markets.
- (C) Upon conversion of any shares of the, that portion so converted shall result in satisfaction and redemption of such Preferred Stock so converted.
- (D) In order to exercise the conversion privilege under subparagraph (A) above, the holder of any shares of the Preferred Stock to be converted shall surrender the certificated representing such Preferred Stock at the principal office of the Corporation, accompanied by written notice to the Corporation, that the holder elects to convert such Preferred Stock or, if less that the entire amount of shares represented by such certificate, the portion thereof to be converted. Such notice shall also state the name or names in which the certificate or certificates for common stock issuable on such conversion are to be issued. Except as otherwise provided in this Section, no payment or adjustment shall be made on account of any dividends on the common stock issued upon conversion.

Section 5. Reacquired Shares. Any shares of Preferred Stock redeemed, converted, or purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock to be created by

resolution or resolutions of the Board of Directors, subject to the conditions or restrictions on issuances set forth in the Corporation's Certificate of Incorporation.

Section 6. Liquidation Dissolution or Winding Up. Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, then the holders of the Class P Preferred Stock shall not be entitled to receive any amounts with respect to their shares of Class P Preferred Stock until payment in full has been made to the holders of the Corporation's Class A and Class B Preferred Stock of amounts which such holders may be entitled to receive upon liquidation. The Class A Liquidation Amount shall be fixed at \$.50 per share, the Class B Liquidation Amount shall be fixed at \$1.00 per share, the Class C Liquidation Amount shall be fixed at \$2.00 per share, and the Class D Liquidation Amount shall be fixed at \$1.25 per share. After such payments have been made in full to the Holders of the Corporation's Class A, B, C, and D Preferred Stock and prior to any payments upon liquidation being made to the holders of the common stock of the Corporation, the holders of the Class P Preferred Stock shall be entitled to receive an amount per share equal to \$.50 (the "Class P Liquidation Amount"). The Class P Liquidation Amount shall be paid pari-passu with any payments upon liquidation to holders of any other class preferred stock of the Corporation. If the assets of the Corporation are insufficient to pay to the holders of the Class P Preferred Stock the full amount of the Class P Liquidation Amount to which they shall be entitled, then any amounts to be distributed to the holders of the Class P Preferred Stock shall be distributed pro rata to such holders.

Section 7. Notice of Certain Corporate Action.

(A) In the event that any of the following shall occur, the holders of all Preferred Stock shall have the right to receive notice as provided in this Section 7.

- (i) the Corporation shall declare a dividend (or an other distribution) on its common stock payable otherwise than in cash;
- (ii) the Corporation shall authorize the granting to holders of its common stock, the right to subscribe for or purchase any shares of capital stock of any class or any rights;
- (iii) any capital reorganization or any reclassification of the common stock of the Corporation (other than a subdivision or combination of its outstanding shares of common stock), or any consolidation or merger to which the Corporation is a party and to which approval of any stockholder of the Corporation is required, or any sale or transfer of substantially all of the assets of the Corporation; or
- (iv) the voluntary or involuntary dissolution, liquidation, or winding down of the Corporation.

(B) In the event notice must be given, the Corporation shall cause the same to be delivered to the holders of all Class P Preferred Stock at least 20 days (or 10 days in any case specified in clause (i) or (ii) above) prior to the applicable date hereinafter specified, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution or rights or, if a record is not to be taken, the date as of which the holder of common stock of record to be entitled to such dividend, distribution or rights is to be determined, or (y) the date on which such reorganization, reclassification, consolidation, merger, sale transfer, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of common stock of record shall be entitled to exchange their shares of common stock for the securities or other property deliverable upon such reclassification, consolidation, merger, sale transfer, dissolution, liquidation or winding up.

Section 8. Taxes on Redemption or Conversion.

The Corporation shall pay any and all documentary stamp, issue or transfer taxes, and any similar taxes payable in respect of the issue or delivery of shares of common stock upon conversion or redemptions of shares of Preferred Stock pursuant hereto; provided, however, that the corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of common stock in name other than that of the holder of the shares of Preferred Stock to be converted redeemed and no such issue or delivery shall be made unless and until the

person or persons requesting such issue or delivery has paid to the corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.”

This Amendment was adopted by the Shareholders of the Corporation on May 11, 2021.
The number of votes cast for the Amendment by the Shareholders were sufficient for approval.

IN WITNESS WHEREOF, said LIFE ELECTRIC VEHICLES, INC. has caused this Amendment to the Articles of Incorporation to be duly executed by its President and caused its corporate seal to be affixed thereof on May 11, 2021.

LIFE ELECTRIC VEHICLES, INC.

By:



DANIEL DEL AGUILA, Secretary