

PS000060420

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H18000250175 3)))



H180002501753ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : BERGER-SINGERMAN-LLP-MIAMI
Account Number : 120090000006
Phone : (305) 755-9500
Fax Number : (305) 714-6340

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18 AUG 27 AM 8:48

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TRULIEVE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED
18 AUG 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 28 2018

S. YOUNG

H18000250175 3

FILED
18 AUG 27 AM 8:48
TALLAHASSEE, FLORIDA

SECOND
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRULIEVE, INC.,
a Florida corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, **TRULIEVE, INC.**, a Florida corporation (the "Corporation"), document number P18000060420, that filed its Articles of Incorporation with the Florida Department of State on July 11, 2018, hereby adopts the following amendment to its Articles of Incorporation:

1. The Corporation's Articles of Incorporation are hereby amended by deleting Article IV thereof in its entirety and inserting a new Article IV to read as follows:

"ARTICLE IV: AUTHORIZED SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is Twenty-Five Million Twenty Thousand (25,020,000), of which Twenty-Five Million (25,000,000) shares shall be common stock with a par value of \$0.001 per share ("**Common Stock**") and Twenty Thousand (20,000) shares shall be preferred stock with a par value of \$0.001 per shares ("**Preferred Stock**").

(a) **Common Stock.** Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of stockholders except as the right to exercise such vote may be limited by the provisions of these Articles or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to stockholders, and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

(b) **Preferred Stock.** The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of any series of Preferred Stock and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred

H18000250175 3

Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

1. the designation of such series, the number of shares to constitute such series and the stated value if different from the par value thereof;
2. whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
3. the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;
4. whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;
5. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
6. whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the term and provisions relating to the operation thereof;
7. whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;
8. the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;
9. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock,

H18000250175 3

H18000250175 3

including additional shares of such series or of any other series of Preferred Stock or of any other class; and

10. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof."

2. This amendment was approved by action by unanimous written consent of the directors and shareholders of the Corporation dated as of the 24th day of August, 2018. The number of votes cast for the amendment by the shareholders was sufficient for approval.

[Signature Page to Follow]

H18000250175 3

H18000250175 3

The undersigned has executed these Articles of Amendment as of the 27th day of August, 2018.

TRULIEVE, INC., a Florida corporation

A handwritten signature in black ink, appearing to read 'Kim Rivers', is written over the printed name.

Kim Rivers, CEO

H18000250175 3