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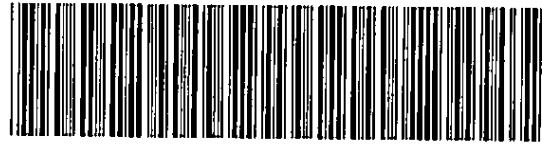
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Light Water Corporation

DOCUMENT NUMBER: 019000036402

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

Please return all correspondence concerning this matter to the following:

Rebecca T. Burnett

Name of Contact Person

Light Water Corporation

Firm/ Company

1150 - Louisiana Ave, Suite 6

Address

Winter Park, FL 32789

City/ State and Zip Code

becca@paladinholdingsinc.com

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

For further information concerning this matter, please call:

Rebecca T. Burnett

Name of Contact Person

at (407) 765-2204

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

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

(Document Number of Corporation (if known))

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), 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

Type of Action
(Check One)

Title

Name

Address

- 1) ☐ Change C/CEO G. Thomas Bland, Jr 1150 - Louisiana Ave.
☐ Add Suite 6
☒ Remove Winter Park, FL 32789
- 2) ☐ Change C Lewis Duncan 1150 - Louisiana Ave.
☒ Add Suite 6
☐ Remove Winter Park, FL 32789
- 3) ☐ Change CEO Frederick Mayer 1150 - Louisiana Ave.
☒ Add Suite 6
☐ Remove Winter Park, FL 32789
- 4) ☐ Change CFO Rebecca T. Burnett 1150 - Louisiana Ave.
☒ Add Suite 6
☐ Remove Winter Park, FL 32789
- 5) ☐ Change COO Erik Olson 1150 - Louisiana Ave.
☒ Add Suite 6
☐ Remove Winter Park, FL 32789
- 6) ☐ Change _____ _____ _____
☐ Add _____ _____ _____
☐ Remove _____ _____ _____

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

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

Current authorized shares of stock include
10,000,000 common stock, par value \$.00001 per share
and 190,000,000 preferred stock, par value \$.00001
per share. Amending preferred stock authorized
by requesting an increase of 190,000,000 preferred
shares for a total authorization of 380,000,000
preferred shares, par value \$.00001 per share. No
amendment to authorized common shares.
Total authorized shares after amendment will
include 10,000,000 common shares and
380,000,000 preferred shares, all with \$.00001 per
share par value.

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: January 1, 2021, 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 _____."
(voting group)

Dated February 4, 2021

Signature Rebecca T. Burnett
(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)

Rebecca T. Burnett
(Typed or printed name of person signing)

CFO
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION for **LightWater Corporation**

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is **LightWater Corporation**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1150 Louisiana Avenue, Suite 6, Winter Park, Florida 32789.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized shall be to engage in any lawful acts or activities for which a corporation may be organized under Chapter 607 of Florida Statutes, as the same may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

1. Authorized Capital Stock.

(A) The maximum aggregate number of shares of common stock, par value of \$.00001 per share (the "Common Stock"), that this Corporation shall have authority to issue is Ten Million (10,000,000) shares.

(B) The maximum aggregate number of shares of preferred stock, par value \$.000001 per share (the "Preferred Stock"), that this Corporation shall have authority to issue is Three Hundred and Eighty Million (380,000,000) shares.

(C) No fractional shares shall be issued.

(D) Preemptive rights do not exist for any class of stock of the Corporation, be it Common, Preferred or otherwise.

2. Rights and Preferences of Preferred Stock. The powers, designations, preferences and relative, participating, optional or other special rights of the Preferred Stock authorized hereunder, and the qualifications, limitations and restrictions of such preferences and rights, are as follows:

(A) Dividends. The holders of shares of Preferred Stock shall be entitled to receive

2021 FEB 23 PM 5:04

when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding), or otherwise. No dividend or distribution shall be declared without the majority consent of the Board of Directors of the Corporation. Dividends declared on the Preferred Stock may differ from and may exceed dividends declared on the Common Stock; (please refer to Corporate By-Laws), provided that no dividend or distribution shall be paid on any Common Stock at a rate that is greater than the rate at which dividends or distributions are paid on the Preferred Stock (based on the number of shares of Common Stock into which the Preferred Stock is convertible on the date such dividend or distribution is declared).

(B) Voting. Except as otherwise required by law or as set forth herein, the Preferred Stock shall be non-voting.

(C) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), each holder of Preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock, pari passu with any payment or declaration made in respect of the Common Stock upon Liquidation. If, upon the occurrence of such an event, the assets and funds of the Corporation thus distributed to the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed pro rata among the holders of the Common Stock and Preferred Stock. A Liquidation shall be deemed to have occurred if, and only if: (i) the Corporation shall reorganize its capital, reclassify its capital stock, consolidate or merge with or into another entity (where the Corporation is not the survivor or where there is a change in or distribution with respect to the Common Stock), sell, convey, transfer or otherwise dispose of all or substantially all of its capital stock, property, assets or business to another entity, or effectuate a transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of and, (ii) in each such case, a non-interested quorum of the Board of Directors of the Corporation declares by majority determination that any such event shall be treated as a Liquidation under this paragraph. All prior transactions by the Corporation and its shareholders are ratified as not constituting any Liquidation.

3. Current Officers:

Lewis Duncan shall serve as Chairman (Director). Dr. Duncan maintains an office at 1150 Louisiana Ave., Suite 6, Winter Park, FL 32789.

Frederick (Eric) Mayer serves as CEO (Officer). Dr. Mayer maintains an office at 1150 Louisiana Ave., Suite 6, Winter Park, FL 32789.

Rebecca T. Burnett serves as CFO (Officer). Mrs. Burnett maintains an office at 1150 Louisiana Ave., Suite 6, Winter Park, FL 32789.

Erik Olson serves as COO (Officer). Mr. Olson maintains an office at 1150 Louisiana Ave., Suite 6, Winter Park, FL 32789.

ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida shall be 1150 Louisiana Ave. Suite 6, Winter Park, FL 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is Rebecca T. Burnett. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI – BOARD OF DIRECTORS

- A. The number of directors of this Corporation shall be not less than two (2) nor more than thirteen (13).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. Members of the Board of Directors shall hold office for two (2) Calendar years or until their successors are elected or appointed and have qualified.

ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provisions of these Articles of Incorporation are intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel.

including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act."

ARTICLE IX – EFFECTIVE DATE OF INCORPORATION

The effective date of the Articles of Incorporation for the Corporation set forth herein shall be January 01, 2021.

Dated this 1st day of January, 2021

By: Lewis M. Duncan
Lewis Duncan
Chairman of the Board of Directors
LightWater Corporation

REGISTERED AGENT CERTIFICATE

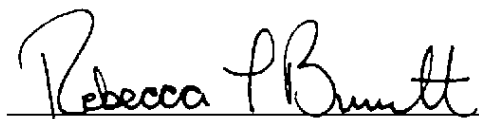
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That LightWater Corporation with its registered office, as indicated in the Articles of Incorporation at 1150 Louisiana Ave. Suite 6, Winter Park, FL 32789 has named Rebecca T. Burnett located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in foregoing amendment Articles of Incorporation, the undersigned hereby accepts such designation and appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties as registered agent, and is familiar with and accepts the obligations of Section 607.0505 of the Florida Statutes.

Dated: January 1, 2021



Rebecca T. Burnett