

P19000052715

(Requestor's Name)

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(City/State/Zip/Phone #)

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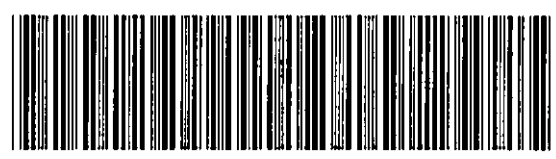
(Business Entity Name)

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2020 APR -9 PM 12:40
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APR 14 2020

Amendment Section
Department of State
Division of Corporations
The Center of Tallahassee
2415 N. Monroe St. Suite 810
Tallahassee, FL 32303

April 7, 2020

RE: Amended Articles of Incorporation Carmel Valley Productions Inc. P19000052715

Dear Sir or Madam:

Per your instructions, I am resubmitting the corrected and previously submitted Amended Articles of Incorporation for Carmel Valley Productions Inc.

Thank you in advance for your kind consideration.

Elliot Bellen
Director

2020 APR 7 - 2 PM 2:50



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 18, 2020

JEFF DEVERETT
CARMEL VALLEY PRODUCTIONS, INC.
125 S STATE RD 7, STE 104-275
WELLINGTON, FL 33414

SUBJECT: CARMEL VALLEY PRODUCTIONS INC.
Ref. Number: P19000052715

2020 FEB -3 PM 12:12

We have received your document for CARMEL VALLEY PRODUCTIONS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove the word restate/restated through the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Octavia L Simmons
Regulatory Specialist II Supervisor

Letter Number: 420A00003622

ARTICLES OF
AMENDMENT TO
ARTICLES OF
INCORPORATION OF
CARMEL VALLEY PRODUCTIONS INC.

2020 APR -9 PM 12:40

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following amendment to its articles of Incorporation:

1. The name of the corporation is Carmel Valley Productions Inc.
2. The following amendment to the articles of incorporation was adopted and approved by the shareholders on January 17, 2020.

Article IV of the articles of incorporation shall be deleted and replaced with the following:

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 80,000,000 shares of common stock, \$0.001 par value.
2. 20,000,000 shares of preferred stock. The Board of Directors is authorized to provide for the issuance of such preferred stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preference, limitations, and relative rights of each class and series.
3. Of these shares of preferred stock, 2,000 shares shall have the following preferences, limitations and relative rights:
 - A. Designation. The designation of the series of preferred stock is Series A Convertible Preferred Stock ("Series A Preferred Stock" or "Series A Preferred Shares").
 - B. Par Value. The par value of the Series A Preferred Shares shall be \$1,000.
 - C. Stated Value. The stated or redemption value of the Series A Preferred Shares shall be \$1,500.
 - D. Dividend Provisions. Dividends shall be payable pro rata on the outstanding Series A Preferred Stock on a quarterly basis at the rate of 10% of par value per year during the first year of issuance, 12% of par value per year during the second year of issuance and 15% of par value per year during all years thereafter until redeemed. The dividends are cumulative. No dividends shall be paid on

any Common Shares unless all dividends are currently paid on all of the Series A Preferred Stock.

- E. Liquidation Preference. In the event of any liquidation or winding up of the Company, the holders of the Series A Preferred Stock shall be entitled to receive in preference to the holders of common stock and any other class of stock the state or redemption value of the sub-series of Series A Preferred Stock held by such holders plus any accrued but unpaid dividends. The remaining balance of the proceeds from the liquidation will then be allocated to the Series A Preferred Stock and the common stock holders on an as-converted basis. At the option of the holders of the Series A Preferred Stock, a merger, sale of all or substantially all of the assets of the Company, reorganization or other transaction in which control the Company is transferred may be treated as a liquidation, dissolution or winding up for purposes of the liquidation preference, other than in connection with any reorganization of the Company with a publicly traded shell corporation.
- F. Optional Redemption. At any time upon 30 days written notice to Series A Preferred Stockholders, the Company shall have the option to redeem the Series A Preferred Stock in whole or in part at the stated or redemption value. Accrued but unpaid dividends are to be paid first.
- G. Conversion. The holders of the Series A Preferred Stock shall have the right to convert any or all of their Series A Preferred Stock to common stock, following the passage of 6 months from issuance of such Preferred Stock. The number of shares of common stock deliverable upon the conversion of one (1) share of Series A Preferred Stock shall be the number equal to the par value divided by the greater of \$0.50 or 36% below the lowest daily VWAP of the Common Stock as reported on the National Quotations Bureau OTC Markets exchange upon which the Common Stock may be traded in the future, for the fifteen (15) prior trading days, if the Company is publicly traded at the time of conversion. Any accrued but unpaid dividends will also have the right to be converted at the option of the holder.
- H. Anti-Dilution Provisions. The conversion price of the Series A Preferred Stock shall be subject to appropriate adjustment in the event of a stock split, stock dividend or similar event.
- I. Voting Rights. No voting rights are attached to the Series A Preferred Stock except as otherwise provided herein.
- J. Lien. The holders of the Series A Preferred Stock shall be entitled to obtain a first lien upon the all corporate assets with the proceeds derived from this financing.
- K. Protective Provisions. So long as at least 50 percent (50%) of the issued Series A Preferred Stock is outstanding except as otherwise required by law and as described below, the holders of a majority of the outstanding shares of Series A Preferred Stock shall be required to approve the following matters:
- i. The creation of any senior or pari pasu security, other than a sub-series of Series A Preferred Stock;

- ii. Payment of dividends on common stock;
- iii. Repurchase of common stock;
- iv. An increase or decrease in the number of authorized shares of Series A Preferred Stock;
- v. Any adverse changes to the rights, preferences and privileges of the Series A Preferred Stock;
- vi. Any other action materially affecting only the Series A Preferred Stock;
- vii. Any change in the Company's line of business.

L. Authorization. Notwithstanding any provision herein, the Company is authorized to provide for the issuance of any number of additional designations of Preferred Stock, by filing the appropriate articles of amendment with the Secretary of State of Florida, and it is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

Article VII of the articles of incorporation shall be deleted and replaced with the following:

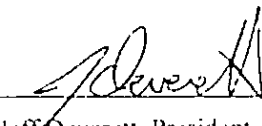
Article VII

The officer(s) and director(s) of the corporation is are:

Title: P.S.D
JEFFREY DEVERETT
125 S. STATE RD 7
104-275
WELLINGTON, FL 33414

Title: D
ELLIOT BELLEN
125 S. STATE RD 7
104-275
WELLINGTON, FL 33414

Signed this 17th day of January 2020



Jeff Deverett, President

2020 APR -9 PM 12:40

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