

9/11/2020

Division of Corporations

P19000069286

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APPLESEED CAPITAL, INC.**

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**AMENDMENT  
TO THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF APPLESEED CAPITAL, INC.**

FILED  
2020 SEP 11 P 3:37  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of **AppleSeed Capital, Inc.** (hereinafter the "**Corporation**"), a Florida corporation, and desiring to amend its Amended and Restated Articles of Incorporation, do hereby certify:

**FIRST:** The Amended and Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on July 27, 2020. Reference No. P19000069286.

**SECOND:** This Amendment to the Amended and Restated Articles of Incorporation (the "**Amendment**"), was adopted by all of the Directors of the Corporation and the holders of a majority of its voting capital stock on September 9, 2020. To effect the foregoing, the Amended and Restated Articles of Incorporation are amended as follows:

- (a) The text of the first paragraph of Article V of the Amended and Restated Articles of Incorporation is restated and amended as herein set forth in full:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (a) 300,000,000 shares of Common Stock, \$0.0001 par value per share ("**Common Stock**"), and (b) 50,000,000 shares of Preferred Stock, \$0.0001 par value per share ("**Preferred Stock**")."

- (b) The text of the third paragraph of Article V of the Amended and Restated Articles of Incorporation is restated and amended as herein set forth in full:

"As of the effective date of these Amended and Restated Articles of Incorporation (this "Restated Articles"), 3,333,364 shares of the authorized Preferred Stock of the Corporation are hereby designated "Series Seed I Preferred Stock" and 5,095,238 shares of the authorized Preferred Stock of the Corporation are hereby designated "Series Seed II Preferred Stock.""

**THIRD:** The foregoing Amendment was adopted by all of the Directors and shareholders holding a requisite majority of the outstanding voting capital stock of the Corporation pursuant to sections 607.0821, 607.0704, 607.0901(5) and 607.0902(5) of the Florida Business Corporation Act on September 9, 2020. Therefore, the number of votes cast for the Amendment to the Corporation's Amended and Restated Articles of Incorporation was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 9th day of September, 2020.

*Max Hooper*

Max W. Hooper  
Chief Executive Officer and Director

*David Metcalf II*

David S. Metcalf II  
Director

*John Lessel*

John C. Lessel  
Director and General Counsel

*Al Weiss*

Allen R. Weiss  
Chairman of the Board of Directors