

P19000079607

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

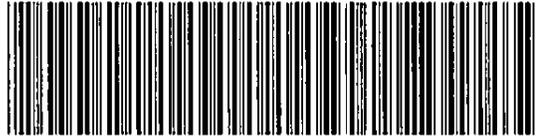
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400429922284

Amend

05/15/24--01011 -009 **05.00

2024 MAY 16 PM 12 21
SECRETARY OF STATE
OFFICE OF ASSISTANT CLERK

FILED

A. RAMSEY
JUN 25 2024

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RESILIAN, INC.

DOCUMENT NUMBER: P19000079607

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

Please return all correspondence concerning this matter to the following:

Marc Duthoit
Name of Contact Person
RESILIAN, INC.
Firm/ Company
12555 Orange Dr., Ste 4176
Address
Davie, Florida 33330
City/ State and Zip Code
mduthoit@resiliant.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marc Duthoit at (954) 328-5068
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:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

FILED

2024 MAY 16 PM 12 27

RESILIAN, INC.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P19000079607

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

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

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

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

"Article IV: the total number of shares of capital stock which the Corporation shall have the authority to issue is thirty million (30,000,000) shares, with the following breakdown: 3,500,000 Preferred shares, with the characteristics approved by the board of Directors and 26,500,000 Common shares."

(Please see attachments.)

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)

N/A

February 26, 2024

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

April 30, 2024

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.

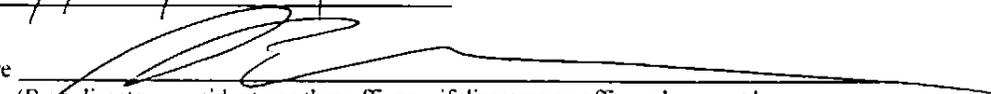
Adoption of Amendment(s) (CHECK ONE)

- 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 4/30/2024

Signature 

(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)

Victoria Cerrone

(Typed or printed name of person signing)

CLO

(Title of person signing)

AMENDED ARTICLES OF INCORPORATION
OF
RESILIAN, INC.

Pursuant to the provisions of § 607.10025, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article IV of the Articles of Incorporation of RESILIAN, Inc. is amended to read as follows:

"Article IV: the total number of shares of capital stock which the Corporation shall have the authority to issue is thirty million (30,000,000) shares, with the following breakdown: 3,500,000 Preferred shares, with the characteristics approved by the board of Directors and 26,500,000 Common shares,",
and
2. The date of adoption of this Amendment and the resolution authorizing the creation of a category of Preferred shares, without increasing the number of total shares, have been approved by the Board of Directors is February 26, 2024.
3. The Amendment of the Articles of Incorporation does not adversely affect the rights or preferences of the holders of any outstanding class or series and does not result in the percentage of authorized shares that remain unissued after the share division or combination to exceed the percentage of authorized shares that was unissued before the division or combination.
4. All of the common stock of the Corporation is subject to the resolution authorizing the creation of a Preferred share category within the total authorization of issuance of 30,000,000 shares (common and preferred). This Amendment of the Articles of Incorporation is made in connection with that resolution to create a category of Preferred shares within the number of authorized shares of stock of 30,000,000.
5. The resolution authorizing the creation of 3,500,000 preferred shares shall become effective on February 26, 2023.
6. The foregoing Amendment was approved by the Board of Directors. The number of votes cast for the Amendment was sufficient for approval.

Signed this 26th day of February 2024.



Marc Duthoit, CEO

NOTICE OF ACTION BY WRITTEN CONSENT OF THE BOARD OF
DIRECTORS AND SHAREHOLDERS OF RESILIAN, INC.

Resiliant Inc, Board of Directors – 2/26/2024

Resolution to Create Preferred Shares

Title: Resolution for the Creation of Preferred Shares for the company Resiliant Inc, a Florida company, having its principal place of business at 12555 Orange Drive, Fort Lauderdale FL, 33330, USA.

Whereas: The Board of Directors recognizes the need to diversify the company's capital structure and provide additional investment opportunities for shareholders.

Whereas: The issuance of preferred shares will offer distinct benefits, including priority in dividend payments, protection against dilution, and potential for higher returns as defined below.

Whereas: The issuance of preferred shares is set at 3,500,000 and the total number of common shares remaining 26,500,000 shares. The article of incorporation will be updated accordingly.

Resolved: That the Board of Directors hereby authorizes the creation and issuance of a new class of shares, to be known as "Preferred Shares," with the following characteristics:

1. **Dividend Priority:** Preferred shareholders shall be entitled to receive dividends prior to any distribution to common shareholders, at a fixed rate or as determined by the Board.
2. **Liquidation Preference:** In the event of liquidation, preferred shareholders shall have priority over common shareholders in the distribution of assets, receiving a predetermined amount per share before any distribution to common shareholders.
3. **Voting Rights:** Preferred shares shall carry voting rights.
4. **Convertible or Redeemable:** Preferred shares may be convertible into common shares or redeemable at the option of the shareholder or the company, subject to terms and conditions specified at the time of issuance.
5. **Cumulative or Non-Cumulative:** Dividends on preferred shares may be cumulative, accruing if not paid in full.
6. **Par Value and Issue Price:** Preferred shares shall be issued at par value or at a specified issue price, determined by the Board based on market conditions and the company's financial position.

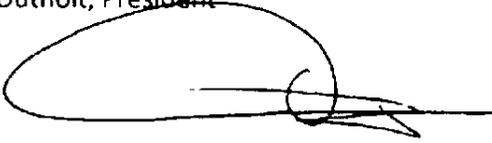
Further Resolved: That the Board of Directors is hereby authorized to determine the specific terms, conditions, and rights attached to the preferred shares, including but not limited to dividend rates, redemption provisions, conversion ratios, and any other relevant terms.

Further Resolved: That the President, Secretary, or any other authorized officer of the company be and hereby is authorized and directed to execute and deliver any documents, certificates, or instruments necessary or advisable to effectuate the creation and issuance of preferred shares, including amendments to the Articles of Incorporation or bylaws, as necessary.

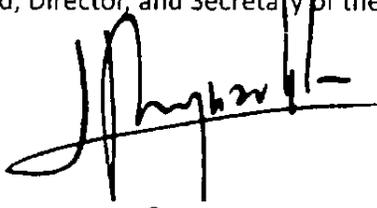
Date: 2/26/2024

Passed and Adopted by the Board of Directors of Resiliant Inc.:

Marc Duthoit, President

A handwritten signature in black ink, appearing to read 'Marc Duthoit', with a large, sweeping loop at the beginning and a horizontal line extending to the right.

Jean-Francois Regnaud, Director, and Secretary of the Board

A handwritten signature in black ink, appearing to read 'Jean-Francois Regnaud', with a large, stylized initial 'J' and a horizontal line extending to the right.

Eric Pepin, Chairman of the Board

A handwritten signature in black ink, appearing to read 'Eric Pepin', with a large, stylized initial 'E' and a horizontal line extending to the right.