

P200000005383

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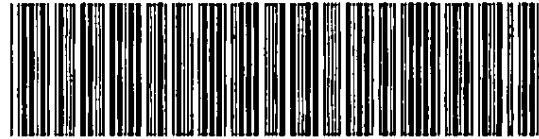
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ADVANTAGE2U, INC.

DOCUMENT NUMBER: P20000005383

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

Please return all correspondence concerning this matter to the following:

Cathilou Nale

Name of Contact Person

Stoll Keenon Ogden, PLLC

Firm/ Company

500 West Jefferson Street, Suite 2000

Address

Louisville, KY 40202

City/ State and Zip Code

cathi.nale@skofirm.com

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

For further information concerning this matter, please call:

Cathilou Nale

Name of Contact Person

at (502)

568-5403

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

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**

OF

ADVANTAGE2U, INC.

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act, these Articles of Amendment to the Articles of Incorporation of Advantage2U, Inc., a Florida corporation (the "Corporation"), are hereby adopted:

1. The name of the corporation is Advantage2U, Inc.
2. The Articles of Incorporation are hereby amended as follows:
 - a. The text of Article IV thereof is hereby deleted and replaced with the following:

"The maximum number of shares of capital stock that the corporation is authorized to issue is 15,212 shares, no par value, which shall be comprised of the following classes:

One (1) Class A Preferred Share;

One (1) Class B Preferred Share;

Ten (10) Class C Preferred Shares;

200 Class D Preferred Shares; and

15,000 Common Shares.

Each Class A Preferred Share shall be entitled to 1,200 votes on each matter voted by the shareholders. Each Class B Preferred Share shall be entitled to 7,500 votes on each matter voted by the shareholders. Furthermore, the Class B Preferred shareholder shall have the power to affirm or overrule any vote made by the common shareholders regarding any corporate matter that is brought to a vote of the shareholders. Each Class C Preferred Share shall be entitled to 200 votes on each matter voted by the shareholders. Each Class D Preferred Share shall be entitled to 25 votes on each matter voted by the shareholders. Each Common Share shall be entitled to one vote on each matter voted by the shareholders. Each share of Class A, Class C and Class D Preferred Shares (but not Class B Preferred Shares) may be converted, at the request of the shareholder, into Common Shares at the same ratio as the voting power for such preferred shares. The holders of Class A, Class B, Class C or Class D Preferred Shares shall be entitled to the royalties described in the Minutes of Special Meeting of the Founders of Advantage2U, Inc. dated May 15, 2020."

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3. This Amendment to the Articles of Incorporation was approved by the Board of Directors and Shareholders of the Corporation on the 15th day of May, 2020, in the manner prescribed by the Florida Business Corporation Act.
4. This Amendment to the Amended and Restated Articles of Incorporation of the Corporation shall be effective as of May 15, 2020.

IN WITNESS WHEREOF, the undersigned, the duly authorized officer of the Corporation, has executed these Articles of Amendment as of this the 2nd day of May, 2022.

ADVANTAGE2U, INC.

By: 
Michael Frazer, President

This instrument prepared by:


Mary C. Garris, Esq.
STOLL KEENON OGDEN PLLC
500 West Jefferson Street, Suite 2000
Louisville, Kentucky 40202
(502) 333-6000

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