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COVER LETTER

**TO: Amendment Section
Division of Corporations**

SUBJECT: FAMILIFY CORP

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

Please return all correspondence concerning this matter to the following:

Name: Rafael Recalde
Firm: Recalde Law Firm, P.A.
Address: 10800 Biscayne Blvd, Suite 440
Miami, FL 33161

E-mail address: dan@equalitymarketing.com.au
(to be used for future annual report notification)

For further information concerning this matter, please call:

Rafael Recalde at (305) 792-9100

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35.00 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/COURIER ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2023
03/11/2023

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FAMILIFY CORP**

(Document Number: P20000018799)

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

1. Article IV of the Articles of Incorporation is hereby deleted and replaced in its entirety as follows:

ARTICLE IV – CORPORATE CAPITALIZATION

4.1 The maximum number of shares of all classes of stock that this Corporation is authorized to have outstanding at any time is Three Million (3,000,000) shares of common stock, each share having the par value of \$0.0001 per share (the “Common Stock”) and Two (2) shares of Preferred Stock, each share having the par value of \$0.0001 per share (the “Preferred Stock”).

4.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

4.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

2. Article IX is hereby added:

**ARTICLE IX – DESIGNATION OF PREFERENCES AND RIGHTS OF CLASS B
PREFERRED STOCK**

9.1 Powers and Rights of Class B Preferred Stock. There is hereby designated a class of Preferred Stock of the Corporation as the Class B Preferred Stock, par value \$0.0001 per share of the Corporation (the “Class B Preferred Stock”). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class B Preferred Stock shall be as set forth in this Amendment to the Articles of Incorporation. For purposes hereon, the holder of a share of Class B Preferred Stock shall be referred to as a “Class B Holder.”

(a) Number. The number of authorized shares of the Class B Preferred Stock is two shares.

(b) Vote. Other than as set forth in 0, Error! Reference source not found. and Section 1(h), the shares of Class B Preferred Stock shall not vote on, and shall not have any right to vote on, any matter submitted to the holders of any other equity securities of the Company, including, without limitation, submitted to the common stock of the Corporation.

(c) Board of Directors; Protective Provisions.

(i) Each Class B Holder, voting as a separate class, shall be entitled to elect one (1) director to serve on the Board of Directors (the “Board”) of the Corporation (each a “Class B Director” and collectively the “Class B Directors”), for a total of two Class B Directors. A Class B Director may be removed at any time, for any reason or no reason, upon the majority vote of the Class B Preferred Stock voting as a separate class. In the event of any vacancy on the Board as a result of the death, disability, resignation or removal of any Class B Director, then the Class B Holder who elected such Class B Director, voting as a separate class, shall be entitled to elect a replacement Class B Director.

(ii) In the event that the size of the Board is expanded beyond two (2) directors, for any reason, then at the time of such expansion and as a condition precedent to the effectiveness thereof, the Corporation shall amend the Articles of Incorporation, conditioned on the approval of the Class B Directors and Class B Holders, with each share of Class B Preferred Stock having one vote on such matter, so as to increase the number of Directors that shall be selected by the Class B Holders hereunder such that the Class B Holders shall have the right to select a number of persons to serve as Directors of the Corporation constituting at least two thirds of the entire Board at the time of such expansion of the Board.

(b) No Transfer. The share of Class B Preferred Stock may not be transferred by the original Class B Holder to whom the share of Class B Preferred Stock is initially issued by the Corporation, and any attempted transfer of such shares of Class B Preferred Stock, whether voluntary or by operation of law or otherwise, shall be void ab initio and of no force or effect and the Corporation shall not recognize the purposed transferee thereof as

the holder of the share of Class B Preferred Stock, and such share of Class B Preferred Stock shall be deemed automatically redeemed by the Corporation as of immediately prior to any such transfer or attempted transfer, and the Class B Holder shall thereafter be entitled to receive solely a redemption price of \$1.00 therefor.

(c) No Conversion. The Class B Preferred Stock shall not be convertible into shares of any other class of stock of the Corporation.

(d) No Dividends. The Class B Preferred Stock shall not be entitled to receive any dividends paid on any other class of stock of the Corporation.

(e) No Preferences upon Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntarily or involuntarily, a merger or consolidation of the Corporation wherein the Corporation is not the surviving entity, or a sale of all or substantially all of the assets of the Corporation, the Class B Preferred Stock shall not be entitled to receive any distribution of any of the assets or surplus funds of the Corporation and shall not participate with the Common Stock or any other class of stock of the Corporation therein.

(f) No Participation. The Class B Preferred Stock shall not participate in any distributions or payments to the holders of the Common Stock or any other class of stock of the Corporation.

(g) Amendment. The Corporation may not, and shall not, amend these Powers and Rights of Class B Preferred Stock without the prior written consent of the Class B Holders, voting separately as a single class, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of the Class B Holders, with the shares of Class B Preferred Stock having one vote each on such matter.

(h) Protective Provisions. In addition to any other rights and restrictions provided under applicable law, without first obtaining the affirmative vote or written consent of the Class B Directors and the Class B Holders, with the shares of Class B Preferred Stock having one vote each on such matter, the Corporation shall not amend or repeal any provision of these Powers and Rights of Class B Preferred Stock, including by merger, consolidation or otherwise, and any such act or transaction entered into without such vote or consent shall be null and void *ab initio*, and of no force or effect. In addition to any other rights and restrictions provided under applicable law, without first obtaining the affirmative vote or written consent of the Class B Directors and the Class B Holders, with the shares of Class B Preferred Stock having one vote each on such matter, the Corporation shall not amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or bylaws if such action would adversely alter or change the preferences, rights, privileges, or powers of, or restrictions provided for the benefit of, the Class B Preferred Stock, as reasonably determined by the Class B Directors, and any such act or transaction entered into without such vote or consent shall be null and void *ab initio*, and of no force or effect.

The day of this amendments adoption: _____, 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 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)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated this 07 / 26 / 2020

Signature DJacton
(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)

Daniel Acton
(Typed or printed name of signee)

President
(Title of person signing)