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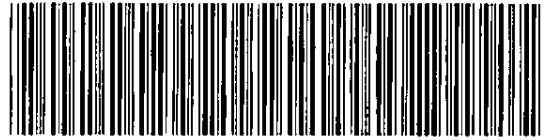
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A. RAMSEY
NOV -16 2023

ALEXANDER
BUSINESS LAW, PLLC

November 14, 2023

VIA FEDEX EXPRESS

Secretary of State
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Document P20000026735 – Amendment (Second) to the Amended and Restated Articles of Incorporation of Cliptraining, Inc.

Dear Annette:

Enclosed please find: (A) signed Second Amendment to Articles of Incorporation for Cliptraining, Inc.; and (B) a check in the amount of \$35.00, payable to the Florida Department of State Division of Corporations, for the filing fees.

Please file the Amendment send notification of same to me at Alexander Business Law, PLLC, 11602 Lake Underhill Rd. Suite 102., Orlando, FL 32825.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,



Kim Tupper
Client Services Specialist

Enclosure

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AMENDMENT (SECOND) TO THE ARTICLES OF INCORPORATION
OF

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CLIPTRAINING, INC.

STATE OF FLORIDA
COUNTY OF ...

*(Capital Structure Amendment and
Designation of Series Seed II Preferred Stock)*

ClipTraining, Inc., a Florida corporation (the "**Company**"), by and through its President, hereby adopts this Amendment (Second) to its Articles of Incorporation of March 16, 2020, as amended by that certain Amendment (First) to its Articles of Incorporation of April 20, 2020 (the "**Articles of Incorporation**"), as hereinafter set forth.

1. Pursuant to §§607.1003 and 607.1006, Florida Statutes, on November 10, 2023, the Board of Directors of the Company and all of the Shareholders of the Company unanimously adopted and approved this Amendment (Second) to the Articles of Incorporation of the Company (the "**Amendment**").

2. The number of votes cast for the amendment by the shareholders in the manner required by Section 607, Florida Statutes, and the Articles of Incorporation was unanimous and, therefore, sufficient for approval and the shareholders are not divided into voting groups.

3. The following replace Sections 1 and 2 in Article IV of the Articles of Incorporation:

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is twenty-two million (22,000,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Fifteen million (15,000,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges, and restrictions as set forth in the succeeding provisions of this ARTICLE IV, except that:

- (A) 14,000,000 shares of the Common Stock shall be the voting common stock (the "**Voting Common Stock**") and have the right to vote in accordance with this ARTICLE IV, Section 4 on matters coming before the shareholders of the Corporation; and
- (B) 1,000,000 shares of the Common Stock shall be the non-voting common stock (the "**Non-Voting Common Stock**") and shall not have any right to vote on matters coming before the shareholders of the Corporation, except solely as may be required by the Act.

4. In Section 8 of Article IV of the Articles of Incorporation, the total number of shares of Preferred Stock of the Company designated as Series Seed Preferred Stock is hereby amended and reduced to nine-hundred and fifty thousand (950,000) shares. The balance of the shares of Preferred Stock of the Company previously designated as Series Seed Preferred Stock shall be undesignated preferred stock of the Company.

5. The following replaces Section 8(D)(1) in Article IV of the Articles of Incorporation:

- (1) the per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$0.9273, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions; and

6. The following Section 9 is added to Article IV of the Articles of Incorporation:

Section 9 Designation of Series Seed II Preferred Stock. Out of the balance seven million (7,000,000) shares of capital stock of this Company that are designated as Preferred Stock, six-hundred forty-seven thousand and fifty-three (647,053) shares shall be designated as "**Series Seed II Preferred Stock**" with the rights, preferences, privileges, and restrictions set forth below in this Section 9 (notwithstanding any contrary provisions of Sections 4, 5 or 6 of this Article IV).

(A) Voting Rights. Each share of Series Seed II Preferred Stock shall be:

- (1) entitled to that number of votes equal to the number of shares of Common Stock into which such share of Series Seed II Preferred Stock could then be converted (as described in this Article IV, Section 9(C) below) and shall have voting rights and powers equal to the those set forth in Section 4 of this Article IV; and
- (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company.

Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series Seed II Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(B) Liquidation Preference. Upon the dissolution of the Company and the liquidation of its assets, whether voluntary or involuntary (the "**Liquidating Event**"), the holders of the Series Seed II Preferred Stock, voting as a class, shall be entitled by reason of their ownership thereof to elect to receive either:

- (1) an amount prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the common stock, the Series Seed Preferred Stock, or any other series of preferred stock (except as described in this Article IV, Section 9(D) below) that is equal to (the "**Series Seed II Preference**"): (a) \$0.9273 per share of Series Seed II Preferred Stock (as adjusted for any combinations, consolidations, recapitalizations, stock distributions, and stock dividends); plus (b) all declared but unpaid dividends, if any, on a per share basis; or

- (2) the amount payable as and if the Series Seed II Preferred Stock was converted into the number of shares of Common Stock into which such share of Series Seed II Preferred Stock could then be converted (as described in this Article IV, Section 9(C) below).

If, upon the occurrence of a Liquidating Event and the election to receive the Series Seed II Preference, the assets and funds legally available to be distributed to the holders of the Series Seed II Preferred Stock are insufficient to permit the payment to all such holders of the full Series Seed II Preference, then the legally available assets and funds shall be distributed among the shares of Series Seed II Preferred Stock on a pro rata basis.

(C) Conversion.

- (1) Right to Convert. Each share of the Series Seed II Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, into one share of fully paid and non-assessable Voting Common Stock, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions.
- (2) Automatic Conversion. Each share of Series Seed II Preferred Stock shall automatically be converted into one share of fully paid and non-assessable Voting Common Stock, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions, immediately prior to the earlier of: (a) the closing of the sale of shares of the Company's common stock in a public offering of the Company's capital stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

(D) Designation of Preferred Stock with Rights, Privileges, and Preferences Superior to the Series Seed II Preferred Stock.

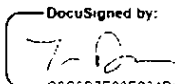
Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Company may, in accordance with these Articles of Incorporation, as amended, issue all or any portion of the remaining authorized but unissued Preferred Stock (the "**Additional Preferred Stock**") with rights, preferences, privileges, including, without limitation, conversion, voting, liquidation, and dividend preferences, that are superior to those of the previously designated and issued Series Seed II Preferred Stock of the Company and without the approval of the holders of the issued and outstanding Series Seed II Preferred Stock, if, and only if:

- (1) the per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$0.9273, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions; and
- (2) no liquidation preference so designated is in excess of the per share purchase price for such Additional Shares.

Section 9(D) of this Article IV shall not be deemed to limit or otherwise modify or amend the provisions of Section 3 of this Article IV, except as expressly set forth herein.

6. Except as modified hereby, the Articles of Incorporation of the Company shall be and remain in full force and effect.

IN WITNESS WHEREOF, this Amendment (Second) to its Articles of Incorporation has been executed as of this 13 day of November 2023.

DocuSigned by:

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Timothy Duggan, President