

P200000031326

(Requestor's Name)

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(City/State/Zip/Phone #)

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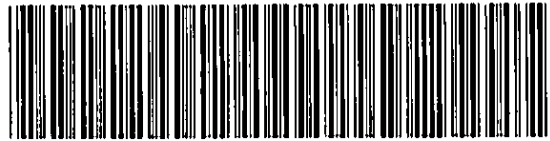
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

O. SIMMONS

OCT 23 2020

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com
e-mail: accounting@incserv.com

ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 10/22/20

PRIORITY Routine

OUR REF # (Order ID#)

ORDER ENTITY

WanHub, Inc.

PLEASE PERFORM THE FOLLOWING SERVICES:

WanHub, Inc.,

Please file the attached amendment and provide a certified copy as evidence.

NOTES:

\$43.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WANHUB, INC.**

2020 22 11:25

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

1. **Amendment to Article IV.** The text of Article IV of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

IV: The total number of shares of capital stock that the corporation shall have authority to issue is Two Million and One Hundred (2,000,100) shares, consisting of (i) Ten Thousand (10,000) shares of Voting Common Stock, par value \$0.0001 per share (the "Voting Common Stock"), (ii) One Million Nine Hundred Ninety Thousand (1,990,000) shares of Nonvoting Common Stock, par value \$0.0001 per share (the "Nonvoting Common Stock") and (iii) One Hundred (100) shares of Preferred Stock, par value \$0.0001 per share (the "Preferred Stock").

I. COMMON STOCK

Except as otherwise provided herein or as otherwise required by applicable law, all shares of Voting Common Stock and Nonvoting Common Stock (together, the "Common Shares") will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

A. Voting Rights. Except as expressly provided herein or as required under the Florida Business Corporation Act, on all matters to be voted on by the corporation's shareholders, each holder of record of shares of Voting Common Stock will be entitled to one vote per share so held. Except as required under the Florida Business Corporation Act, the Nonvoting Common Stock shall have no voting rights.

B. Dividends. Subject to the rights of the holders of any preferred stock, holders of Voting Common Stock and holders of Nonvoting Common Stock shall be entitled to receive such dividends and distributions (whether payable in cash or otherwise) as may be declared on the Common Shares by the board of directors of the corporation from time to time out of assets or funds of the corporation legally available therefor; *provided* that the board of directors of the corporation shall declare no dividend, and no dividend shall be paid, with respect to any outstanding share of Voting Common Stock or Nonvoting Common Stock, whether in cash or otherwise (including any dividend in shares of Voting Common Stock on or with respect to shares of Voting Common Stock or any dividend in shares of Nonvoting Common Stock on or with respect to shares of Nonvoting Common Stock (collectively, "Stock Dividends")), unless, simultaneously, the same dividend is declared or paid with respect to each share of Voting Common Stock and Nonvoting Common Stock. If a Stock Dividend is declared or paid with respect to one class, then a Stock Dividend shall likewise be declared or paid with respect to the other class and shall consist of shares of such other class in a number that bears the same relationship to the total number of shares of such other class, issued and outstanding immediately prior to the payment of such dividend, as the number of shares comprising the Stock Dividend with respect to the first referenced class bears to the total number of shares of such first referenced class, issued and outstanding immediately prior to the payment of such dividend. Stock Dividends with respect to Voting Common Stock may be paid only with shares of Voting Common Stock. Stock Dividends with respect to Nonvoting Common Stock may be paid only with shares of Nonvoting Common Stock.

C. Subdivisions and Combinations. If the corporation shall in any manner split, subdivide or combine the outstanding shares of Voting Common Stock or the outstanding shares of Nonvoting Common Stock, the outstanding shares of the other such class of the Common Shares shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share.

D. Liquidation. Subject to the rights of the holders of any preferred stock, in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the corporation or Deemed Liquidation Event, the assets of the corporation available for distribution or payment to stockholders shall be distributed or paid in equal amounts per share to the holders of Voting Common Stock and the holders of Nonvoting Common Stock, as if such classes constituted a single class.

"Deemed Liquidation Event" means: (a) a merger or consolidation in which (i) the corporation is a constituent party or (ii) a subsidiary of the corporation is a constituent party and the corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the corporation or a subsidiary in which the shares of capital stock of the corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for equity securities that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the equity securities of (1) the surviving or resulting party or (2) if the surviving or resulting party is a wholly owned subsidiary of another party immediately following such merger or consolidation, the parent of such surviving or resulting party; or (b) the sale, lease, transfer or other disposition, in a single transaction or series of related transactions, by the corporation or any subsidiary of the corporation of all or substantially all the assets of the corporation and its subsidiaries taken as a whole, or, if substantially all of the assets of the corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the corporation, except where such sale, lease, transfer or other disposition is to the corporation or one or more wholly owned subsidiaries of the corporation.

II. PREFERRED STOCK

The Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

A. Voting Rights. Except as required under the Florida Business Corporation Act, the Preferred Stock shall have no voting rights.

B. Dividends. Holders of shares of Preferred Stock shall be entitled to receive such dividends and distributions (whether payable in cash or otherwise) as may be declared on the Preferred Stock by the board of directors of the corporation from time to time out of assets or funds of the corporation legally available therefor. The corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the corporation (other than Stock Dividends on Common Shares) unless, first, the holders of the Preferred Stock receive (prior and in preference to any declaration or payment of any dividends on shares of any other class or series of capital stock of the corporation), or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount equal to any dividends previously declared thereon which remain unpaid.

C. Liquidation. In the event of any voluntary or involuntary liquidation,

dissolution or winding up of the corporation or Deemed Liquidation Event, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Shares by reason of their ownership thereof, an amount per share equal to \$1.00 plus any dividends declared but unpaid thereon (the "Preferred Stock Liquidation Amount"). If upon any such liquidation, dissolution or winding up of the corporation or Deemed Liquidation Event, the assets of the corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled under this paragraph, the holders of shares of Preferred Stock shall share ratably in any distribution of the assets available for distribution. The Preferred Stock Liquidation Amount shall be subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Preferred Stock.

D. No Right to Conversion. The Preferred Stock shall not be convertible into shares of any other class or series of capital stock of the corporation.

2. **Adoption of Amendment:** This amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment this 20th day of October 2020.

WANHUB, INC.

By: James Delaney
Name: James Delaney
Title: President

2020.10.20 14:11:25