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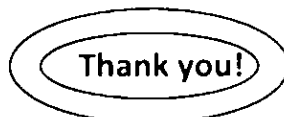
Name:	MEDICAL FOOD SOLUTIONS RESEARCH, INC.
Document #:	
Order #:	13216055

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Medical Food Solutions Research, Inc.

DOCUMENT NUMBER: P20000068545

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

Please return all correspondence concerning this matter to the following:

Michael H Davidson MD

Name of Contact Person

Medical Food Solutions Research, Inc.

Firm/ Company

16051 Collins Ave #3702

Address

Sunny Isles Florida 33160

City/ State and Zip Code

mdavidsonmd@gmail.com

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

For further information concerning this matter, please call:

Michael Davidson

Name of Contact Person

at (312)

401-6141

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

2020 SEP 15 11:10:19

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDICAL FOOD SOLUTIONS RESEARCH, INC.

CERTIFICATE OF DESIGNATION AND RIGHTS OF
SERIES A CONVERTIBLE PREFERRED STOCK

Pursuant to Section 607.0602 of the Florida Business Corporation Act

Medical Food Solutions Research, Inc., a corporation organized and existing under the laws of the State of Florida, Florida Document Number P20000068545 (the "**Corporation**"), does hereby certify:

FIRST: That pursuant to authority conferred upon the Board of Directors of the Corporation (the "**Board**") by the Articles of Incorporation of the Corporation originally filed with the Florida Department of State on September 3, 2020, the Board adopted the following resolutions on September 15, 2020, pursuant to the Corporation's Articles of Incorporation and Sections 607.0602, 607.1002 and 607.1006 of the Florida Business Corporation Act, authorizing a new series of the Corporation's previously authorized preferred stock, \$0.001 par value per share designated as the Series A Convertible Preferred Stock. Shareholder action was not required.

SECOND: The Series A Convertible Preferred Stock shall have the following designation, number of shares, rights, qualifications, limitations and other terms and conditions:

Section 1. Designation and Amount. The shares of such series shall have a par value of \$0.001 per share and shall be designated as "Series A Convertible Preferred Stock" (the "**Series A Preferred Stock**") and the number of shares constituting such series shall be Two Thousand Five Hundred (2,500).

Section 2. Dividends. Except for stock dividends or distributions for which adjustments are to be made pursuant to Section 4, holders of Series A Preferred Stock shall be entitled to receive, and the Corporation shall pay, dividends on shares of Series A Preferred Stock equal (on an as-if-converted-to-common-stock basis) to and in the same form as dividends actually paid on shares of the common stock of the Corporation, par value \$0.001 per share (the "**Common Stock**") when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of Series A Preferred Stock.

Section 3. Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Series A Preferred Stock shall have no voting rights.

Section 4. Liquidation.

(A) The Series A Preferred Stock shall rank (i) on par with the Common Stock as to dividend rights and (ii) senior to the Common Stock as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily.

(B) Upon liquidation, dissolution or winding up of the Corporation (any such event, a "**Liquidation**"), whether voluntary or involuntary, each holder of shares of Series A Preferred Stock shall be entitled to receive, in preference to the holders of Common Stock, an amount of cash equal to the greater of (i) the product of the number of shares of Series A Preferred Stock then held by such holder, multiplied by the Original Issue Price; and (ii) the amount that would be payable to such holder in the Liquidation in respect of Common Stock issuable upon conversion of such shares of Series A Preferred Stock if all outstanding shares of Series A Preferred Stock were converted into Common Stock immediately prior to the Liquidation.

Section 5. Conversion.

(A) Conversion Rights. Subject to and upon compliance with the provisions of this Section 5, each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Series A Conversion Price (as defined below) in effect at the time of conversion and surrendering the Series A Preferred Stock to be converted. Such surrender shall be made in the manner provided in paragraph (B) of this Section 5. The "**Series A Original Issue Price**" shall mean \$1,000.00 per share. The "**Series A Conversion Price**" with respect to shares of Series A Preferred Stock will initially be equal to the Series A Original Issue Price (as defined above), subject to adjustment as described below.

(B) Manner of Conversion.

(i) In order to exercise the conversion right, the holder of each share of Series A Preferred Stock to be converted shall surrender to the Corporation the certificate representing such share, duly endorsed or assigned to the Corporation or in blank, accompanied by written notice to the Corporation that the holder thereof elects to convert such Series A Preferred Stock. Unless the shares of Common Stock issuable on conversion are to be issued in the same name as the name in which such Series A Preferred Stock is registered, each share of Series A Preferred Stock surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Corporation, duly executed by the holder or such holder's duly authorized attorney and an amount sufficient to pay any transfer or similar tax that the Corporation is not required to pay pursuant to Section 5(D) hereof (or evidence reasonably satisfactory to the Corporation demonstrating that such taxes have been paid).

(ii) As promptly as practicable after the surrender of certificates of Series A Preferred Stock as aforesaid, and in any event within three (3) days thereafter, the Corporation shall issue and shall deliver at such office to such holder, or to such other location as such holder may direct, (x) a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such Series A Preferred Stock in accordance with the provisions of this Section 5, (y) if less than the full number of shares of Series A Preferred Stock evidenced by the surrendered certificate or certificates are being converted, a new certificate or certificates for the number of shares evidenced by such surrendered certificate or certificates less the number of shares converted and (z) payment of all amounts to which such holder is entitled pursuant to paragraph (C) of this Section 5.

(iii) Each conversion shall be deemed to have been effected immediately prior to the close of business on the date on which certificates for the Series A Preferred Stock have been surrendered and such notice received by the Corporation as aforesaid, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby at such time on such date, and such conversion shall be at the Conversion Price in effect at such time on such date unless the stock transfer books of the Corporation shall be closed on that date, in which event such conversion shall have been deemed to have been effected and such person or persons shall be deemed to have become the holder or holders of record at the close of business on the next succeeding day on which such stock transfer books are open, but such conversion shall be at the Conversion Price in effect on the date on which such shares shall have been surrendered and such notice received by the Corporation.

(C) Fractional Shares. No fractional shares or scrip representing fractions of shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the Holder of shares of Series A Preferred Stock would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation.

(D) Transfer Taxes Upon Conversion. The Corporation shall pay any and all issuance and other taxes that may be payable in respect of any issuance or delivery of Common Stock upon conversion of Series A Preferred Stock. The Corporation shall not, however, be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the Series A Preferred Stock so converted shall have been registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance shall have paid to the Corporation the amount of any such tax or shall have established, to the reasonable satisfaction of the Corporation, that such tax had been paid.

(E) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time after September 21, 2020 (the "**Original Issue Date**") effect a subdivision of the outstanding Common Stock, the Conversion Price shall be proportionately decreased. If the Corporation shall at any time on or after the Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(F) Adjustment for Certain Dividends and Distributions. If the Corporation at any time on or after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, the Conversion Price shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction,

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of

business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution:

provided, however, if such record date shall have been fixed and such dividend shall not be fully paid or if such distribution shall not be fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this subsection (F) as of the time of actual payment of such dividends or distributions.

(G) Provisions for Other Dividends and Distributions. If the Corporation at any time on or after the Original Issue Date shall make or issue to holders of Common Stock, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then, and in each such event, provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had such Series A Preferred Stock been converted in full into Common Stock on the date of such event (notwithstanding the conversion limitation set forth in clause (N) below) and had they thereafter, during the period from the date of such event to and including the Conversion Date, retained such securities receivable by them as aforesaid during such period.

(H) Adjustment for Reclassification, Exchange or Substitution. If, at any time on or after the Original Issue Date, the Common Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), the holders of the Series A Preferred Stock shall have the right thereafter to convert such shares into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, as would be received by holders of the number of shares of Common Stock into which such shares of the Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change.

(I) Adjustment for Merger or Reorganization, etc. In case of any consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation at any time on or after the Original Issue Date (each, a "Transaction"), each share of Series A Preferred Stock shall thereafter be convertible (or shall be converted into a security which shall be convertible) into the kind and amount of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of such share would have been entitled upon such consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions in this subsection 5(1) with respect to the rights and interest thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth in this subsection 5(1) (including provisions with respect to changes in and other adjustments of the Conversion Price applicable to such series) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter issuable upon the conversion of the Series A Preferred Stock. Notwithstanding anything contained herein to the contrary, the Corporation will

not effect any Transaction unless, prior to the consummation thereof, the surviving person, if other than the Corporation, shall agree to assume the obligation to deliver to the holders of Series A Preferred Stock such shares of stock or other securities or property to which, in accordance with the foregoing provisions, such holders are entitled.

(J) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price applicable to such series then in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that then would be received upon the conversion.

(K) Notice of Record Date. If:

(i) the Corporation shall declare a dividend (or any other distribution) on its Common Stock payable in Common Stock or other securities of the Corporation;

(ii) the Corporation shall subdivide or combine its outstanding shares of Common Stock;

(iii) there shall be any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or stock distribution thereon), consolidation or merger of the Corporation into or with another Corporation, sale of all or substantially all of the assets of the Corporation, or involuntary or voluntary dissolution, liquidation or winding up of the Corporation;

then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent of the Series A Preferred Stock, and shall cause to be mailed to the holders of Series A Preferred Stock at their last addresses as shown on the records of the Corporation or such transfer agent, at least ten days prior to the date specified below, a notice stating:

(a) the record date of such dividend or distribution, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend or distribution are to be determined.

(b) the record date of such subdivision or combination, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such subdivision or combination are to be determined, or

(c) the date on which such reclassification, consolidation, merger, sale, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, dissolution or winding up.

(L) No Duplication of Adjustments. If any action or transaction would require adjustment of the Conversion Price pursuant to more than one paragraph of this Section 5, only one adjustment shall be made and such adjustment shall be the amount of adjustment that results

in the lowest Conversion Price. Notwithstanding the foregoing, the provisions of this Section 5 shall apply to successive transactions giving rise to any such adjustment.


(M) Reservation of Shares of Common Stock. The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Common Stock for the purpose of effecting conversion of the Series A Preferred Stock, the number of shares of Common Stock deliverable upon the conversion of all outstanding shares of Series A Preferred Stock not theretofore converted. Before taking any action that would cause an adjustment in the Conversion Price such that Common Stock issuable upon the conversion of Series A Preferred Stock would be issued below par value of the Common Stock, the Corporation shall take any corporate action that may, in the opinion of its counsel, be reasonably necessary in order that the Corporation may validly and legally issue fully-paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

Section 6. Amendment. Without the affirmative consent or vote of the holders of a majority of the Series A Preferred Stock outstanding at the time, the Corporation shall not amend, alter, repeal, restate or supplement (in each case, whether by reclassification, merger, consolidation, reorganization or otherwise) this Certificate of Designation in any manner that would adversely affect the holders of the Series A Preferred Stock.

THIRD: The effective date of these Articles of Amendment shall be September 21, 2020.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, pursuant to the laws of the State of Florida, has executed these Articles of Amendment to the Articles of Incorporation as of September 15, 2020.

By: 
Name: Michael Davidson
Title: President and Secretary