

P210000043900

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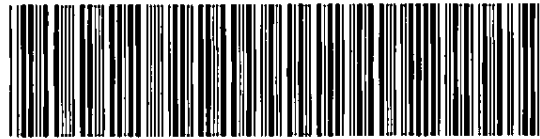
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL

Y. SULKER

SEP 0 2021

COVER
LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Omnicrobe Natural Solutions, Inc.**

DOCUMENT NUMBER: **P21000043900**

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Lanier M. Davenport Sr.
3985 Arkwright Rd.
Suite 105 Macon, GA 31210
(435)640-8832
Lanier.Davenport@gmail.com

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) | ☒ <u>\$52.50 Filing Fee</u>
<u>Certificate of Status</u>
<u>Certified Copy</u>
<u>(Additional Copy</u>
<u>is enclosed)</u> |
|--|--|---|---|

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

SECOND ARTICLES OF AMENDMENT OF CERTIFICATE OF DESIGNATION OF SERIES A PREFERRED STOCK PAR VALUE \$0.0001 PER SHARE OF OMNICROBE NATURAL SOLUTIONS, INC.

On August 21, 2021, Omnicrobe Natural Solutions, Inc, filed with the Secretary of State of Florida a CERTIFICATE OF DESIGNATION OF SERIES A PREFERRED STOCK PAR VALUE \$0.0001 PER SHARE OF OMNICROBE NATURAL SOLUTIONS, INC.. As no shares were issued under that Designation, the Company does here amend and restate that filing with only the following two modifications, and restates the Amended Certificate below:

1. Only Eight Million Shares Instead of Twenty Million Shares of the Fifty Million authorized Preferred Shares shall be designated as Series A Preferred Stock Par Value \$0.0001 Par Value. After this action Forty Two Million Shares of Authorized Shares shall remain as undesignated.
2. Deemed Par Value for the Eight Million Shares here designated shall be Twenty Five cents (\$0.25) Per share instead of the Fifty Cents (\$0.50) per share designated in the August 24, 2021 filing.
3. In all other provisions, the Preferred Shares shall remain the same.

As restated the Certificate of Designation shall now be as follows:

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2021 SEP - 7 AM 8:37
CLERK OF STATE
TALLAHASSEE, FL

**SEPTEMBER 7, 2021, AMENDMENT OF
CERTIFICATE OF DESIGNATION OF
SERIES A PREFERRED STOCK
PAR VALUE \$0.0001 PER SHARE
OF
OMNICROBE NATURAL SOLUTIONS, INC.**

It is hereby certified that:

1. The name of the company is Omnicrobe Natural Solutions, Inc., a Florida Corporation (the "Company").

2. The Articles of Incorporation of the Company authorize the issuance of Two Hundred Million (200,000,000) shares of Common Stock and Fifty Million (50,000,000) shares of preferred stock ("Preferred Stock"), par value \$0.0001 per share. Bylaws of the Company are amended to vest in the Board of Directors of the Company the authority to issue any or all of said shares in one (1) or more series and by resolution or resolutions to establish the designation and number and to fix the relative rights and preferences of each series to be issued.

3. Pursuant to their exercise of that authority, the Board of Directors of the Company has adopted the following resolutions creating the Series A Preferred Stock:

RESOLVED, that Eight Million (8,000,000) of the Fifty Million (50,000,000) authorized shares of Preferred Stock of the Company shall be designated Series A Preferred Stock, par value \$0.0001 per share ("Series A Preferred Stock"), and shall possess the rights and preferences set forth below:

SECTION 1. DESIGNATION AND AMOUNT. The shares of such series shall have a par value of \$0.0001 per share and shall be designated as Series A Preferred Stock and the number of shares constituting the Series A Preferred Stock shall be Eight Million (8,000,000). Notwithstanding this \$0.0001 actual par value per share, for the purpose of any Liquidating Distributions as further detailed in Section 4 below, the Series A Preferred Stock shall have a deemed par value (the "Deemed Par Value") of Twenty Five Cents (\$0.25) per share.

SECTION 2. RANK. Except for the voting rights specifically granted herein, the Series A Preferred Stock shall rank: (i) junior to any other class or series of outstanding Preferred Stock or series of capital stock of the Company hereafter created specifically ranking by its terms senior to the Series A Preferred Stock (collectively, the "Senior Securities"); (ii) senior to all of the Company's no par common stock ("Common Stock"); (iii) senior to any class or series of capital stock of the Company hereafter created not specifically ranked by its terms senior to or on parity with any Series A Preferred Stock of whatever subdivision collectively, with the Common Stock and any Preferred Stock subsequently issued that may be ranked as a "Junior Security;" and (iv) on parity with any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series A Preferred Stock ("Parity Securities") in each case as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether

voluntary or involuntary (all such distributions being referred to collectively as "Distributions").

SECTION 3. DIVIDENDS. The Series A Preferred Stock shall be paid a dividend (or other distributions deemed dividends for purposes hereof) equivalent to the same number of shares of Common Stock. If such dividend is not declared and paid, then no dividend will be owed.

SECTION 4. LIQUIDATION PREFERENCE.

(a) In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the Holders of shares of Series A Preferred Stock shall be entitled to receive, immediately after any distributions to Senior Securities required by the Company's Articles of Incorporation or any certificate of designation, and prior in preference to any distribution to Junior Securities but in parity with any distribution to Parity Securities, an amount per share equal to the sum of (i) the Deemed Par Value for each outstanding share of Series A Preferred Stock and (ii) an amount equal to the declared but unpaid dividends for the period that has passed since the Commencement Date to the date of the event of liquidation, dissolution or winding up of the Company. If upon the occurrence of such event, and after payment in full of the preferential amounts with respect to the Senior Securities, the assets and funds available to be distributed among the Holders of the Series A Preferred Stock and Parity Securities shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the Holders of the Series A Preferred Stock and the Parity Securities, respectively, then the entire assets and funds of the Company legally available for distribution shall be distributed among the Holders of the Series A Preferred Stock and the Parity Securities, pro rata, based on the respective liquidation amounts to which each such series of stock is entitled by the Company's Articles of Incorporation and any certificate(s) of designation relating thereto.

(b) Preferred Shares share equally with Common Shares in the net assets of the corporation, after provision for a \$0.25 Stated Value Preferred Stock liquidation preference

SECTION 5. CONVERSION OF SHARES FROM PREFERRED TO COMMON.

(a) Upon company's filing a registration of any of its shares under the Securities Exchange Act of 1934, all Series A Preferred securities will convert 1 for 1 into common shares and will be registered as part of that registration.

(b) At any time before the conversion prescribed in the above paragraph, a holder of Preferred Shares may elect by written request and delivery of the shares, to convert those shares from Preferred Shares into Common Shares.

SECTION 6. VOTING RIGHTS. The Holders of the Series A Preferred Stock shall have the right to vote on any matter with Holders of Common Stock voting. The votes cast by Holders of the Series A Preferred Stock shall be identical in every respect to the votes cast by Holders of Common Stock entitled to vote at any regular or special meetings of the Holders.

(a) The Holders of the Series A Preferred Stock shall be entitled to the same notice of any regular or special meeting of the Shareholders as may or shall be given to Holders of the Common Stock entitled to vote at such meetings.

(b) For purposes of determining a quorum for any regular or special meetings of the Shareholders, each share of Series A Preferred Stock, shall be computed based upon the voting power described above.

(c) If, the number of outstanding shares of Series A Preferred Stock is increased by a stock split, stock dividend, or other similar event, the number of votes represented by each share of Series A Preferred Stock shall be increased to reflect the increase in number of shares, or if the number of outstanding shares of Series A Preferred Stock is decreased by a reverse stock split, combination, subdivision or reclassification of shares, or other similar event, the number of votes represented by each share of Series A Preferred Stock shall be similarly decreased to reflect the decrease in number of shares.

SECTION 7. PROTECTIVE PROVISION. So long as shares of Series A Preferred Stock are outstanding, the Company shall not, without first obtaining the approval (by vote or written consent) of at least seventy five percent (75%) of the then outstanding shares of Series A Preferred Stock and of at least seventy five percent (75%) of the Holders of Record of Series A Preferred Stock:

(a) alter or change the rights, preferences or privileges of the Series A Preferred Stock in any way that would adversely affect the rights and interests of the Series A Preferred Stock; or

(b) create any new class or series of stock having a preference over the Series A Stock with respect to Distributions (as defined in Section 2 above) or increase the number of the authorized shares of Series A Preferred Stock.

(c) In the event Holders of Record of at least seventy five percent (75%) of the then outstanding shares of Series A Preferred Stock and at least seventy five percent (75%) of the Holders of Record of Series A Preferred Stock agree to allow the Company to alter or change the rights, preferences or privileges of the shares of Series A Preferred Stock, pursuant to this section, so as to affect the Series A Preferred Stock, then the Company will deliver notice of such approved change to the last known address of those Holders of the Series A Preferred Stock that did not agree to such alteration or change (the "Dissenting Holders"). "

SECTION 8. PREFERENCE RIGHTS. Nothing contained herein shall be construed to prevent the Board of Directors of the Company from issuing one or more series of Preferred Stock with dividend and/or liquidation preferences junior to the dividend and liquidation preferences of the Series A Preferred Stock.

By:  President 9/6/21
Lanier M. Davenport Sr. President,
Director and Secretary for Board of
Directors Meeting
Dated
Date of Adoption
September 6, 2021