

P21 000097527

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

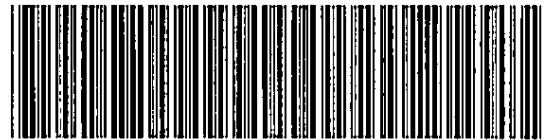
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10/20/2022

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Liquid Mining Inc

DOCUMENT NUMBER: P21000097527

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

Please return all correspondence concerning this matter to the following:

Richard Dwyer  
Name of Contact Person  
Liquid Mining Inc  
Firm/ Company  
7400 Baymeadows Way, Suite 300  
Address  
Jacksonville, FL 32256  
City/ State and Zip Code  
rick@liquidmining.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard Dwyer at ( 828 ) 335-1086  
Name of Contact Person Area Code & Daytime Telephone Number

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

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

Division of Corporations  
Attn: Claretha Golden  
2415 N Monroe Street  
Suite 810  
Tallahassee, FL 32303

Re: Liquid Mining Inc.  
P21000097527

Dear Claretha,

The original document was titled "Second Amended and Restated Articles of Incorporation" because we had filed an amendment for the change of Officers. After reviewing the letter you sent to me, I called your office, and they explained that although it is called an Amendment to the Articles, it didn't actually change any of the existing articles and therefore isn't considered an amendment.

I was told to remove the word "Second" referenced in the original filing and send you the new version titled "Amended and Restated Articles of Incorporation." Please see the revised copy enclosed. If you should have any questions, please feel free to contact me at 904-800-7299 or by email [rick@liquidmining.net](mailto:rick@liquidmining.net).

Please let me know when this gets filed.

Sincerely,

A handwritten signature in black ink, appearing to read 'Richard Dwyer', with a stylized flourish at the end.

Richard Dwyer, Co-Founder



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 22, 2022

RICHARD DWYER  
7400 BAYMEADOWS WAY  
SUITE 300  
JACKSONVILLE, FL 32256

SUBJECT: LIQUID MINING INC  
Ref. Number: P21000097527

We have received your document for LIQUID MINING INC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records does not show of any Amended and Restated articles being filed for this corporation; please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 622A00021177

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
LIQUID MINING, INC.

A FLORIDA CORPORATION

In Compliance with Chapter 607 and Chapter 621, F.S. (Profit)

2022-03-07 PM 12:50

ARTICLE 1

The name of the corporation is LIQUID MINING INC.

ARTICLE 2

The office of the Corporation shall be at 7400 Baymeadows Way, Suite 300, Jacksonville, FL 32256. The initial registered agent of this Corporation shall be Richard Dwyer. The Corporation may, from time to time, in the manner provided by law, change the registered agent and registered office within the State of Florida. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Florida.

ARTICLE 3

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the 2013 Florida Statutes, Title XXXVI - BUSINESS ORGANIZATIONS, Chapter 607 - CORPORATIONS ("Florida Statutes"), now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE 4

The duration of existence of the Corporation is perpetual.

ARTICLE 5

Section 1.

Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is: One Hundred Million (100,000,000) shares consisting of three classes to be designated respectively, "Voting Common Stock", "Non-Voting Common Stock" and "Preferred Stock", with all of such shares having a par value of \$.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is Ninety Eight Million (98,000,000) shares. The Common Stock shall consist of two classes, being Ninety Five Million (95,000,000) Class A Voting Common Shares and Three Million (3,000,000) Class B Non-Voting Common Shares. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is Two Million (2,000,000) shares, of which one Hundred Thousand Shares shall be SERIES A Preferred Shares, as more particularly set forth in subsection 1.1 to 1.1.7 below. The Preferred Stock may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to issuance of any shares thereof. At the discretion of the Board of Directors, the Class B Non-Voting Common Shares may be converted into Class A Voting Common Shares and in the event that the Company commences an initial public offering of its Class A Voting Common Shares, the Class B Non-Voting Shares shall have the option to convert into Class A Voting Common Shares in accordance with such procedures as

established by the Board of Directors. The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional and other rights and the qualifications, limitations, or restrictions thereof of the Preferred Stock shall hereinafter be prescribed by resolution of the Board of Directors pursuant to Section 3 of this Article 5.

1.1 The specific powers, preferences, rights and limitations of the Series A Preferred Stock are as follows:

1. Designation; Rank. This series of Preferred Stock shall be designated and known as "SERIES A Preferred Stock." The number of shares constituting the SERIES A Preferred Stock shall be one hundred thousand (100,000) shares. Except as otherwise provided herein, the Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, be senior to the common stock, par value \$.0001 per share (the "Common Stock"), and all classes and series of stock of the Corporation now or hereafter authorized, issued or outstanding other than the Series A Preferred Shares, (collectively, "Junior Securities").

1.1.2 Dividends. The Holders of shares of the Series A Preferred Stock (each, a "Holder" and collectively, the "Holders") shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation legally available therefore, an annual, cumulative, non-compound dividend (payable in quarterly installments within fifteen days of the end of each calendar quarter) equal to Two Dollars (\$2.00) per Series A Preferred Share owned by Holder per annum on the issued and outstanding Series A Preferred Shares and an additional dividend to the extent that the result of the following formula exceeds Two Dollars (\$2.00) per annum:  $((\#ASICs \times Hash\ Rate \times \$/TH\ Rate \times 30) - (Rent + Utilities + Electric) \times .20) \times (Series\ A\ Preferred\ Capital\ Contributed / 2000000)$ .

For example, if the aggregate Series A Preferred capital contributed is an aggregate of \$2,000,000:

Rent \$10,500, Utilities \$1,000 & Electric (varies with number of ASICs):

For a \$200,000 Series A Preferred holder:

Hash Rate = 140

\$/TH Rate = \$0.18/day

$((154 \times 140 \times \$0.18 \times 30) - (\$10,500 + \$1,000 + \$21,574)) \times .20 \times (\$200,000 / \$2,000,000)$

$(\$116,424 - \$33,074) \times .2 \times .1$

$\$83,350 \times .02 = \$1.667$  Initial amount earned first month

$\$1.667 \times 12 = \$20.004$  First month multiplied by 12 months for 1st year's dividend total.

$\$20.004/\$200,000 = 1\text{st Year divided by Investment amount} = 10\% \text{ dividend rate first year.}$

The Corporation shall not pay any dividend to the Common Shares unless the SERIES A Preferred ten percent (10%) dividend has been paid to the date of any dividend on the Common Shares. For the first calendar quarter in which dividends are due any holder of Series A Preferred Shares, such dividends shall be pro-rated by the number of days held during such calendar quarter.

#### 1.1.3. . Liquidation Preference.

(a) In the event of any dissolution, liquidation or winding up of the Corporation (a "Liquidation"), whether voluntary or involuntary, the Holders of SERIES A Preferred Stock shall be entitled to receive out of the assets of the Corporation, before any payment or distribution shall be made in respect of any Junior Securities, cash in an amount equal to Twenty Dollars and 00/100 Dollars (\$20.00 (the "Stated Value")) for each one (1) share of SERIES A Preferred Stock (as adjusted for stock splits, combinations, reorganizations and the like) plus an amount equal to all accrued but unpaid dividends thereon to the date of such payment. If upon the Liquidation, the assets to be distributed among the holders of the SERIES A Preferred Stock are insufficient to permit the payment to such holders of the full liquidation preference for their shares, then the entire assets of the Corporation legally available for distribution shall be distributed pro rata among the holders of the SERIES A Preferred Stock.

(b) A sale of all or substantially all of the Corporation's assets or an acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, a reorganization, consolidation, or merger) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation (a "Change in Control Event"), shall be deemed to be a Liquidation for purposes of this Designation.

(c) If upon any Liquidation, whether voluntary or involuntary, payment shall have been made to the Holders of SERIES A Preferred Stock of the full preferential amount to which they shall be entitled pursuant to Section 3(a) of this Designation, the entire remaining assets, if any, of the Corporation available for distribution to stockholders shall be distributed to the holders of the Series A Preferred Stock and the holders of Common Stock pro rata, without treating the Series A Preferred Stock as if converted into shares of Class A Common Stock.

(d) The Corporation shall give each Holder of Series A Preferred Stock written notice of any Liquidation not later than thirty (30) days prior to any meeting of stockholders to approve such Liquidation or, if no meeting is to be held, not later than forty-five (45) days prior to the date of such Liquidation.

1.1.4. Conversion of SERIES A Preferred Stock. The Holders of Series A Preferred Stock shall have conversion rights as follows:

(a) Conversion Right. At the option of Holder of issued and outstanding Series A Preferred Stock, the Series A Preferred Stock shall be convertible at any time and without the payment of additional consideration by the Holder thereof into a number of shares of Common Stock equal to the quotient of the Series A Preferred Share to be converted multiplied by Twenty Dollars (\$20.00) then divided by \ the price per share of Common Stock offered to the public in the Qualified Offering (the "*IPO Price*") less twenty percent (20%) (the "Conversion Rate").

(b) Mechanics of Optional Conversion. To effect the optional conversion of shares of SERIES A Preferred Stock in accordance with Section 4(a) of this Designation, a Holder of record shall make a written demand for such conversion (for purposes of this Designation, a "Conversion Demand") upon the Corporation at its principal executive offices setting forth therein (i) the certificate or certificates representing the shares to be converted, and (ii) the proposed date of such conversion, which shall be a business day not less than fifteen (15) nor more than thirty (30) days after the date of such Conversion Demand (for purposes of this Designation, the "Optional Conversion Date"). On or before the Optional Conversion Date, each Holder of the Series A Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment to the Corporation at the principal executive offices of the Corporation. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Corporation shall issue and deliver to such Holder, or its nominee, at such Holder's address as it appears on the records of the stock transfer agent for the Series A Preferred Stock, if any, or, if none, of the Corporation, a certificate or certificates for the number of whole shares of Class A Common Stock class issuable upon such conversion in accordance with the provisions hereof. All outstanding shares of Series A Preferred Stock to be converted pursuant to the Conversion Notice shall, on the Optional Conversion Date, be converted into Class A Common Stock for all purposes, notwithstanding the failure of the Holder thereof to surrender any certificate representing such shares on or prior to such date. On and after the Optional Conversion Date, (i) no such share of Series A Preferred Stock to be converted pursuant to the Conversion Notice shall be deemed to be outstanding or be transferable on the books of the Corporation or the stock transfer agent, if any, for the Series A Preferred Stock, and (ii) the Holder of such shares, as such, shall not be entitled to receive any dividends or other distributions, to receive notices or to vote such shares or to exercise or to enjoy any other powers, preferences or rights thereof, other than the right upon surrender of the certificate or certificates representing such shares, to receive a certificate or certificates for the number of shares of Class A Common Stock into which such shares to be



converted pursuant to the Conversion Notice have been converted. On the Optional Conversion Date, all such shares shall be retired and canceled and shall not be reissued.

(c) **Mandatory Conversion.** In the event that the Corporation conducts a Qualifying Offering, then the Corporation may call the Series A Preferred Shares for conversion at the Conversion Rate set forth above. For purposes of this Section 4(c), "Qualifying Offering" means an underwritten offering of Class A Common Shares pursuant to a registration statement filed with the Securities and Exchange Commission in an amount not less than Five Million Dollars. The Corporation shall give written notice of mandatory conversion, (a "Conversion Notice") to all Holders setting forth therein (i) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted and surrendered; and (ii) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment and (iii) the effective date of the conversion (the "Forced Conversion Date"). The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder's address as it appears on the records of the stock transfer agent for the SERIES A Preferred Stock, if any, or, if none, of the Corporation. On or before the Forced Conversion Date, each Holder of the SERIES A Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Corporation at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Corporation. As soon as practicable after the Forced Conversion Date and the surrender of the certificate or certificates representing such shares, the Corporation shall issue and deliver to such Holder, or its nominee, at such Holder's address as it appears on the records of the stock transfer agent for the SERIES A Preferred Stock, if any, or, if none, of the Corporation, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof. All outstanding shares of SERIES A Preferred Stock shall, on the Forced Conversion Date, be converted into Class A Common Stock for all purposes, notwithstanding the failure of any Holder or Holders thereof to surrender any certificate representing such shares on or prior to such date. On and after the Forced Conversion Date, (i) no share of SERIES A Preferred Stock shall be deemed to be outstanding or be transferable on the books of the Corporation or the stock transfer agent, if any, for the SERIES A Preferred Stock, and (ii) each Holder of SERIES A Preferred Stock, as such, shall not be entitled to receive any dividends or other distributions, to receive notices or to vote such shares or to exercise or to enjoy any other powers, preferences or rights in respect thereof, other than the right, upon surrender of the certificate or certificates representing such shares, to receive a certificate or certificates for the number of shares of Class A Common Stock into which such shares shall have been converted. On the Forced Conversion Date, all such shares shall be retired and canceled and shall not be reissued.

(d) No Fractional Shares. No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of SERIES A Preferred Stock. In lieu of any fractional share to which the Holder would be entitled but for the provisions of this Section 4(c) based on the number of shares of SERIES A Preferred Stock held by such Holder, the Corporation shall issue a number of shares to such Holder rounded up to the nearest whole number of shares of Common Stock. No cash shall be paid to any Holder of SERIES A Preferred Stock by the Corporation upon conversion of SERIES A Preferred Stock by such Holder.

(e) Reservation of Stock. The Corporation shall, at all times when any shares of SERIES A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued Common Stock, such number of shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of SERIES A Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all outstanding shares of the SERIES A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized shares by unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purpose.

(f) Consolidation, Merger, Sale, Etc. In case the Corporation shall (i) effect a reorganization, (ii) undergo a Change in Control Event, or (iii) enter into any plan or arrangement contemplating the dissolution of the Corporation, then, in each such case, as a condition to the consummation of such a transaction, proper and adequate provision shall be made whereby, subject to Section 3(a) of this Designation, each share of SERIES A Preferred Stock shall, after such transaction, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the corporation resulting from such transaction, or to which assets shall have been sold in such transaction, to which the Holder of shares of SERIES A Preferred Stock would have been entitled if it had held the Class A Common Stock issuable upon the conversion of such shares of SERIES A Preferred Stock on the record date, or, if none, immediately prior to such transaction, at the Conversion Rate in effect on such date. The provisions of this Section 4(f) shall similarly apply to successive transactions.

(g) Notices of Record Date. In the event any record date is fixed for the purpose of (i) determining the holders of any class or series of stock or other securities who are entitled to receive any dividend or other distribution or (ii) to effect a Liquidation, the Corporation shall mail to each Holder of SERIES A Preferred Stock at least thirty (30) days prior to the record date set forth therein a notice setting forth: (A) such record date and a description of such dividend or distribution; or (B) (1) the date on which any such recapitalization, reorganization, merger, consolidation, disposition, dissolution, liquidation or winding up is expected to become effective; and (2) the time, if any, it is to

be fixed to, as to when the Holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such recapitalization, reorganization, merger, consolidation, disposition, dissolution, liquidation or winding up.

(h) Issue Taxes. The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock.

(i) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed under Section 4 of this Designation by the Corporation, but will at all times in good faith assist in carrying out of all the provisions of Section 4 of this Designation and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the Holders against impairment.

#### 1.1.5. Voting.

(a) The Series A Preferred Stock has the voting rights as expressly provided herein or as required by the law. In the event of a vote, the Holders of Series A Preferred Stock shall be entitled to vote with the Class A Common Stock on the basis of one (1) vote for each Series A Preferred Share. The Holders of shares of the Series A Preferred Stock shall be entitled to vote on all matters on which the Class A Common Stock shall be entitled to vote. The Holders shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation.

(b) While any portion of the issued SERIES A Preferred Stock remain outstanding and not converted, the Corporation shall not take action to alter, change, or amend any of the preferences, privileges, or rights of the SERIES A Preferred Stock.

1.1.6. Information Rights. For so long as shares of the SERIES A Preferred Stock remain outstanding and not converted and the Corporation is not subject to the reporting requirements of the Securities Exchange Act of 1934, the Corporation shall deliver to each Holder (i) unaudited but reviewed annual financial statements not later than one hundred twenty (120) days after the end of each fiscal year and (ii) unaudited but reviewed quarterly financial statements not later than forty-five days after the end of each fiscal quarter. The financial statements shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP) and shall include footnotes. The financial statements shall be delivered to each Holder via first class mail, postage prepaid, or via email or other electronic means, or by overnight carrier to each Holder at such Holder's

address as it appears on the records of the stock transfer agent for the SERIES A Preferred Stock, if any, or, if none, of the Corporation.

1.1.7. Amount of Noncash Dividends, Distributions, or Consideration. Whenever a dividend or distribution provided for in Section 2 or 3 of this Designation (except as otherwise provided therein with respect to the payment of dividends in shares of Common Stock) is to be made in, or any consideration received or paid by the Corporation consists of securities or other property, other than cash, the amount of such dividend, distribution or consideration shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors.

## Section 2. Common Stock

- (a) Dividend Rate. Subject to the rights of holders of any Preferred Stock having preferences as to dividends and except as hereinafter provided by these Articles of Incorporation, as amended from time to time (hereinafter, the "Articles") or the "Florida Statutes", the holders of Common Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors out of assets legally available therefor.
- (b) Voting Rights. Except as otherwise provided by the Florida Statutes, the holders of the issued and outstanding shares of Class A Common Stock shall be entitled to one vote for each share of Common Stock. No holder of shares of Common Stock shall have the right to cumulate votes. Except as otherwise provided by the Florida Statutes, the holders of the issued and outstanding shares of Class B Non-voting common shares shall have no voting rights.
- (c) Liquidation Rights. In the event of liquidation, dissolution, or winding up of the affairs of the Corporation's assets, the Common Stock and any shares of Preferred Stock which are not entitled to any preference in liquidation shall share equally and ratably in the Corporation's assets available for distribution after giving effect to any liquidation preference of any shares of Preferred Stock. A merger, conversion, exchange or consolidation of the Corporation with, or into any other person or sale or transfer of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.
- (d) No Conversion, Redemption or Preemptive Rights. The holders of Common Stock shall not have any conversion, redemption or preemptive rights.
- (e) Consideration for Shares. The Common Stock authorized by this Article shall be issued for such consideration as shall be fixed, from time to time, by the Board of Directors.

## Section 3. Preferred Stock.

- (a) Designation. The Board of Directors is hereby vested with the authority from time to time to provide by resolution, for the issuance of shares of Preferred Stock in one or more

series not exceeding the aggregate number of shares of Preferred Stock authorized by these Articles, and to prescribe with respect to each such series the voting power, if any, designations, preferences and relative, participating, optional, or other special rights, and the qualifications, limitations, or rights relating thereto, including, without limiting the generality of the foregoing: the voting rights relating to the shares of Preferred Stock, of any series (which voting rights, if any, may be full or limited, may vary over time, and may be applicable generally or only upon stated fact or event), the condition or time for payment of dividends and the preference or relation of such dividends to dividends payable on any other class or series of capital stock; the rights of holders of Preferred Stock of any series in the event of liquidation, dissolution, or winding up of the affairs of the Corporation; the rights, if any, of holders of Preferred Stock of any series to convert or exchange such shares of Preferred Stock of such series for shares of any other class or series of capital stock or for any other securities, property or assets of the Corporation or of any subsidiary (including the determination of the price or prices or the rate or rates applicable to such right to convert or exchange and the adjustment thereof, the time or times during which the right to convert or exchange shall be applicable, and the time or times during which a particular price or rate shall be applicable); whether the shares of any series of Preferred Stock shall be subject to redemption by the Corporation and, if subject to redemption, the time, prices, rates, adjustments and other terms and conditions of such redemption. The powers, designations, preferences, limitations, restrictions and relative rights may be made dependent upon any fact or event which may be ascertained outside the Articles or the resolution in the manner in which the fact or event may operate on such series is stated in the Articles of the resolution. As used in this section, "fact or event" includes, without limitation, the existence of a fact or occurrence of an event, including, without limitation, a determination by a government, person, governmental agency or political subdivision of a government. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of such series. Unless the Board of Directors provides to the contrary in the resolution which fixes the characteristics of a series of Preferred Stock, neither the consent of the series, or otherwise, of the holders of any outstanding Preferred Stock, nor the consent of the holders of any outstanding Common Stock, shall be required for the issuance of any new series of Preferred Stock, regardless of whether the rights and preferences of the new series of Preferred Stock are senior or superior, in any way, to the outstanding series of Preferred Stock or Common Stock.

(b.) Certificate of Designation. Before the Corporation shall issue any shares of Preferred Stock of any series, a certificate of designation or amendment to the Articles of Incorporation establishing the voting powers, designations, preferences, the relative, participating, optional or other rights, if any, and the qualifications, limitations and restrictions, if any, relating to the shares of Preferred Stock of such series, and the number of shares of Preferred Stock of such series authorized by the Board of Directors to be issued, shall be made

and signed by an officer of the Corporation and filed in the manner prescribed by the Florida Statutes.

Section 4. Non Assessment of Stock. The capital stock of the Corporation, after the amount of the subscription price has been fully paid, shall not be assessable for any purpose, and no stock, issued as fully paid shall ever be assessable or assessed, and the Articles shall not be amended in this particular. No stockholder of the Corporation is individually liable for the debts or liabilities of the Corporation.

#### ARTICLE 6 INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the.

#### ARTICLE 7 NO LIABILITY

To the fullest extent permitted by law, a director or officer of the Corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for conduct as a director or officer; provided that this Article does not eliminate the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the Corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

#### ARTICLE 8 DIRECTORS

Section 1. Number of Directors. The members of the governing board of the Corporation are styled as directors. The Board of Directors shall be elected in the manner as shall be provided in the bylaws of the Corporation. The Board of Directors shall consist of at least one (1) individual and not more than Nine (9) individuals. The number of directors may be changed from time to time in such manner as shall be provided in the bylaws of the Corporation.

ARTICLE 9  
BYLAWS

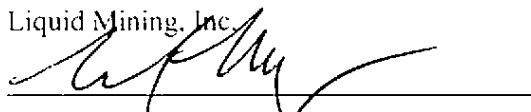
The bylaws of the Corporation may be amended exclusively by the Board of Directors pursuant to FL Stat § 607.0206 (2013).

ARTICLE 10  
ARTICLE CONSOLIDATION

These Amended and Restated Articles of Incorporation consolidate all amendments into a single document.

IN WITNESS WHEREOF, the Corporation has caused these Amended and restated Articles of Incorporation to be executed in its name by the Secretary on June 16, 2022. The undersigned Secretary hereby certifies that the Amended and Restated Articles of Incorporation were duly adopted by not less than a seventy percent vote of the Shareholders on June 16, 2022, following the unanimous approval of the Board of Directors on the same date.

Liquid Mining, Inc.

A handwritten signature in black ink, appearing to read "Richard R Dwyer", is written over a horizontal line.

Richard R Dwyer, Secretary