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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

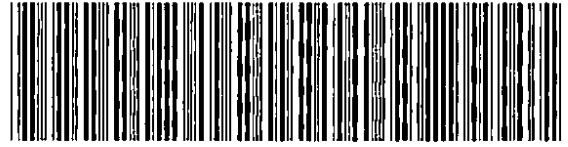
(Business Entity Name)

(Document Number)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CORPORATE RESOLUTION

for Zenskinz, Inc.

Date: October 21, 2024

Attendees: Sarah Elizabeth Lange and Elizabeth Witengier (Virtually)

At a meeting of the Board of Directors of **Zenskinz, Inc.**, a company organized and existing under the laws of Florida and having its principal place of business at 2724 Bass Lake Boulevard, Orlando, FL 32806, a quorum being present.

Transfer of Shares

- **Sarah Elizabeth Lange**, President of Zenskinz, Inc., currently holds **51 common stock shares** in Zenskinz, Inc.
- Sarah has agreed to sell her **51 common stock shares** and all associated interests in Zenskinz, Inc. to **Elizabeth Witengier**, Vice President of Zenskinz, Inc., for a total consideration of \$700.00.

Relinquishment of Rights and Responsibilities

- Sarah Elizabeth Lange will relinquish all **rights, titles, interests, assets, responsibilities, and liabilities** for **Zenskinz, Inc.**, including inventory, intellectual property, licenses, permits, books, records, prepayments, tax refund, brand value, and online presence as outlined in the Purchase Agreement.
- Zenskinz, Inc. does not own the **patterns** or **artwork** known as **zenskins**, created by Sarah Elizabeth Lange. These patterns were **licensed** to use by Zenskinz, Inc., but they remain Sarah's exclusive property. As such, the zenskins patterns are **not included** in the company's assets and will not be part of any transfer, sale, or dissolution of Zenskinz, Inc.

Ownership and Business Continuation

- Following the transfer, **Elizabeth Witengier** will hold sole ownership of Zenskinz, Inc. and will retain all rights to continue doing business as **Zenskinz, Inc.**
- **Elizabeth Witengier** will retroactively assume all **roles, responsibilities, interests, assets, and liabilities** related to the company as outlined in the Purchase Agreement.

Financial Control

- Both parties agree to meet by **December 1, 2024**, to close the joint business **checking and savings accounts** held at **Wells Fargo**.
- Elizabeth Witengier will receive the remainder of the **\$162.15** currently available in the company's checking and savings accounts. Elizabeth Witengier will have the right to withdraw all available cash.

Administrative Filings and Tax Responsibilities

- Elizabeth Witengier will handle all **administrative filings** to remove **Sarah Elizabeth Lange** as President with the **IRS** and **state government records**. **Zenskinz, Inc.** will bear the **costs** associated with these filings.
- Elizabeth Witengier will handle all **administrative filings** to remove **Sarah Elizabeth Lange** as co-owner of the pending trademark with the **USPTO**. **Zenskinz, Inc.** will bear the **costs** associated with the filings or abandon the trademark altogether.

2024 Filings

- **Elizabeth Witengier** will complete all necessary **tax forms** for the 2024 tax filing for Zenskinz, Inc. Zenskinz, Inc. will cover the cost of these filings and will assume the **tax credit** for all 2024 tax year expenses and revenue.

All involved parties have agreed upon this resolution and will document it appropriately in corporate records. The officers of Zenskinz, Inc. are authorized to take the necessary actions to carry out this **Corporate Resolution**.



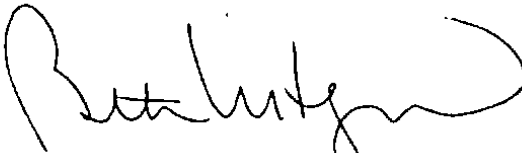
President Signature

**SARAH ELIZABETH
LANGE**

Printed Name

10/24/24

Date



Vice President Signature

**ELIZABETH
WITENGIER**

Printed Name

10/24/24

Date

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24 NOV 14 PM 3:08
TALLAHASSEE, FLORIDA

CERTIFICATE OF SECRETARY

The Corporate Secretary, Elizabeth Witengier, is the duly qualified and elected Secretary of Zenskinz, Inc., and certifies that the above is a correct and true record of the resolution adopted by the company on the 21st day of October 2024, Virtually.



Secretary Signature

**ELIZABETH
WITENGIER**

Printed Name

10/21/2024

Date



Acknowledgement by Individual

WELLS
FARGO

State of Florida

County of Orange

The foregoing instrument was acknowledged before me this 24th day of

February, 20 24, by means of ☒ physical presence or ☐ online notarization

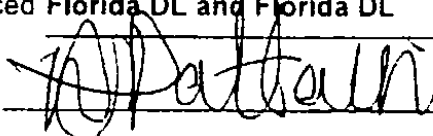
by Denise Witengier and Sarah Lange (name of person acknowledging).

Personally known to me

Identifying Identification

Identification Produced Florida DL and Florida DL

Signature

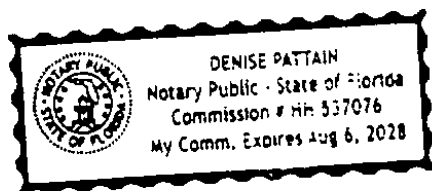


Name (typed or printed) Denise Pattain

Notary Public

Notary Public

Place Seal Here



Link Purposes Only Description of Attached Document

Title of Document

State Resolution for Zenskinz Inc

Effective Date

2024

Number of Pages

3

Other Than Named Above

Number (if applicable)



FO01-000DSG5350FL-01

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FL/595501 (Rev 07 - 07/24)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Zenskinz, Inc.

DOCUMENT NUMBER: P23000046710

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

Please return all correspondence concerning this matter to the following:

Elizabeth Witengier

Name of Contact Person

Zenskinz, Inc.

Firm/ Company

2724 Bass Lake Boulevard

Address

Orlando, FL 32806

City/ State and Zip Code

zenskinzshop@gmail.com

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

For further information concerning this matter, please call:

Elizabeth Witengier

at (407) 286-9024

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:

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

Zenskinz, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P23000046710

(Document Number of Corporation (if known))

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

A. If amending name, enter the new name of the corporation:

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
*(City)**(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☒ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>P</u>	<u>Sarah E Lange</u>	<u>546 Buckminster Circle</u>
<input type="checkbox"/> Add			<u>Orlando, FL 32803</u>
<input checked="" type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change	<u>P</u>	<u>Elizabeth Witengier</u>	<u>2724 Bass Lake Boulevard</u>
<input type="checkbox"/> Add			<u>Orlando, FL 32806</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

N/A

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

On 10/21/2024, Sarah E. Lange sold 51 shares of common stock to Elizabeth Witengier, as documented in the Corporate Resolution (see attached). This transfer was recorded in the Zenskinz, Inc. stock ledger on 10/22/2024, giving Elizabeth Witengier 100% ownership of all common stock in Zenskinz, Inc. Elizabeth Witengier is now named President of the corporation. All final transfer and sale paperwork was signed and notarized on 10/24/2024.

10/21/2024

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

10/24/2024

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

10/30/2024

Dated _____

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Elizabeth Witengier

(Typed or printed name of person signing)

President

(Title of person signing)