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DIVISION OF CORPORATIONS

#3132 P.001/012

P97000092145

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DIVERSITY GROUP INTERNATIONAL, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 SEP 15 PM 2:59

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September 15, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DIVERSITY GROUP INTERNATIONAL, INC.
375 PARK AVE STE 2607
NEW YORK, NY 10152

SUBJECT: DIVERSITY GROUP INTERNATIONAL, INC.
REF: P97000092145

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H11000225780
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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Articles of Amendment
to
Articles of Incorporation
of

Diversity Group International, Inc.

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

P97000092145

(Document Number of Corporation (if known))

#3192 P.003/012
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

New Registered Office Address:

(Florida street address)

(City)

_____, Florida
(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.

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OFFICERS AND DIRECTORS

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

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

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

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)

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The date of each amendment(s) adoption: 09/13/2011
(date of adoption is required)

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

Adoption of Amendment(s) (CHECK ONE)

- ☐ 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)

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

Dated 9-13-2011

Signature Kathleen Q. Robertson
(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)

Kathleen Robertson
(Typed or printed name of person signing)

President
(Title of person signing)

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***CERTIFICATE OF DESIGNATIONS,
PREFERENCES AND
RIGHTS OF SERIES A CONVERTIBLE
PREFERRED STOCK, \$.001 PAR VALUE PER SHARE***

Diversity Group International, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation (the "Board") on September 13, 2011 in accordance with the provisions of its Certificate of Incorporation (as amended and restated through the date hereof, the "Certificate of Incorporation") and Bylaws. The authorized series of the Corporation's previously-authorized preferred stock shall have the following preferences, privileges, powers and restrictions thereof, as follows:

RESOLVED, that pursuant to the authority granted to and vested in the Board in accordance with the provisions of the Certificate of Incorporation and by-laws of the Corporation, each as amended or amended and restated through the date hereof, the Board hereby authorizes a series of the Corporation's previously authorized preferred stock (the "Preferred Stock"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, privileges, powers and restrictions thereof as follows:

I. NAME OF THE CORPORATION

Diversity Group International, Inc.

II. DESIGNATION AND AMOUNT; DIVIDENDS

A. Designation. The designation of said series of preferred stock shall be Series A Convertible Preferred Stock, \$.001 par value per share (the "Series A Preferred Stock").

B. Number of Shares. The number of shares of Series A Preferred Stock authorized shall be one hundred million (100,000,000). Each share of Series A Preferred Stock shall have a stated value equal to \$.001 (as may be adjusted for any stock dividends, combinations or splits with respect to such shares) (the "Series A Stated Value").

C. Dividends: Initially, there will be no dividends due or payable on the Series A Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this Certificate, which the Board shall promptly file or cause to be filed.

III. LIQUIDATION RIGHTS

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holder of Series A Preferred shall be entitled to receive, on parity with the holders Common Stock, assets of the Corporation available for distribution to the holders of capital stock of the Corporation. The Series A Preferred shall not have any priority or preference with respect to any distribution of any of the assets of the Corporation. Neither a consolidation or merger of the Corporation with another corporation or other entity nor a sale, transfer, lease or exchange of all or part of the Corporation's assets will be considered a liquidation, dissolution or winding up of the affairs of the Corporation for purposes of this Article III.

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IV. CONVERSION. In the event of a conversion of shares (the "**Conversion**") of Series A Preferred Stock to shares of common stock, par value \$.001 per share (the "**Common Stock**"), each one share of Series A Preferred Stock shall be converted into one (1) share of Common Stock.

A. Conversion at the Option of the Holder. (a) Each share of Series A Preferred Stock is convertible, in whole or in part, at the option of the Holder thereof ("**Optional Conversion**"), into one share of Common Stock (the "**Conversion Rate**").

B. Mechanics of Conversion. The conversion right of a holder shall be exercised by the holder of shares of Series A Preferred Stock by the surrender to the Corporation of the certificates representing shares of Series A Preferred Stock to be converted at any time during usual business hours at its principal place of business or the offices of the Transfer Agent, accompanied by written notice to the Corporation that the holder elects to convert all or a portion of the shares of Series A Preferred Stock represented by such certificate and specifying the name or names (with address) in which a certificate or certificates or other appropriate evidence of ownership representing shares of Common Stock are to be issued and (if so required by the Corporation or the Transfer Agent) by a written instrument or instruments of transfer in form reasonably satisfactory to the Corporation or the Transfer Agent duly executed by the holder of Series A Preferred Stock or its duly authorized legal representative. The date on which a holder of Series A Preferred Stock satisfies the foregoing requirements for conversion is referred to herein as the "**Conversion Date.**" The Corporation will deliver shares of Common Stock due upon conversion. Immediately prior to the close of business on the Conversion Date, each converting holder of Series A Preferred Stock shall be deemed to be the holder of record of the shares of Common Stock issuable upon conversion of such holder's Series A Preferred Stock notwithstanding that the share register of the Company shall then be closed or that certificates or other appropriate evidence of ownership representing such Common Stock shall not then be actually delivered to such holder. On the Conversion Date, all rights with respect to the shares of Series A Preferred Stock so converted, including the rights, if any, to receive notices, will terminate, except the rights of Holders thereof to (a) receive certificates or other appropriate evidence of ownership representing the number of whole shares of Common Stock into which such shares of Series A Preferred Stock have been converted and (b) exercise the rights to which they are entitled as holders of Common Stock.

C. Settlement upon Conversion. The Company shall satisfy its obligation to deliver shares of Common Stock upon conversion of Series A Preferred Stock by delivering to holders of Series A Preferred Stock surrendering shares for conversion the applicable number of shares in accordance with the Conversion Rate, as soon as practicable after the third Trading Day (but in no event later than the fifth Business Day) following the Conversion Date.

D. No Fractional Shares. No fractional shares of Common Stock will be issued from the Conversion of the Series A Preferred Stock. If the Conversion of Series A Preferred Stock would result in the issuance of a fractional share of Common Stock to a holder (aggregating all shares of Series A Preferred Stock being converted pursuant to a given Conversion), then the Corporation shall issue one share of Common Stock to each holder of Series A Preferred Stock with a fractional share as the result of the Conversion.

V. RANK

All shares of the Series A Preferred Stock shall rank (i) senior to the Corporation's Common Stock, par value \$.001 per share (the "**Common Stock**"), and any other class or series of capital stock of the Corporation hereafter created, (ii) *pari passu* with any class or series of capital stock of the Corporation hereafter created and specifically ranking, by its terms, on par with the Series A Preferred Stock and (iii) junior to any class or series of capital stock of the Corporation hereafter created specifically ranking, by

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its terms, senior to the Series A Preferred Stock, in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

VI. VOTING RIGHTS

Each one share of the Series A Preferred Stock shall have voting rights equal to one (1) vote of Common Stock. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series A Preferred Stock shall vote together with the holders of Common Stock, without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation's Certificate of Incorporation or by laws.

VII. MISCELLANEOUS

A. **Status of Converted or Redeemed Stock:** In case any shares of Series A Preferred Stock shall be redeemed or otherwise repurchased or reacquired, the shares so redeemed, repurchased, or reacquired shall resume the status of authorized but unissued shares of preferred stock, and shall no longer be designated as Series A Preferred Stock.

B. **Lost or Stolen Certificates:** Upon receipt by the Corporation of (i) evidence of the loss, theft, destruction or mutilation of any Preferred Stock Certificate(s) and (ii) in the case of loss, theft or destruction, indemnity (with a bond or other security) reasonably satisfactory to the Corporation, or in the case of mutilation, the Preferred Stock Certificate(s) (surrendered for cancellation), the Corporation shall execute and deliver new Preferred Stock Certificates. However, the Corporation shall not be obligated to reissue such lost, stolen, destroyed or mutilated Preferred Stock Certificates if the holder of Series A Preferred Stock contemporaneously requests the Corporation to convert such holder's Series A Preferred Stock.

C. **Waiver:** Notwithstanding any provision in this Certificate of Designation to the contrary, any provision contained herein and any right of the holders of Series A Preferred Stock granted hereunder may be waived as to all shares of Series A Preferred Stock (and the holders thereof) upon the unanimous written consent of the holders of the Series A Preferred Stock.

D. **Notices:** Any notices required or permitted to be given under the terms hereof shall be sent by certified or registered mail (return receipt requested) or delivered personally, by nationally recognized overnight carrier or by confirmed facsimile transmission, and shall be effective five (5) days after being placed in the mail, if mailed, or upon receipt or refusal of receipt, if delivered personally or by nationally recognized overnight carrier or confirmed facsimile transmission, in each case addressed to a party as set forth below, or such other address and telephone and fax number as may be designated in writing hereafter in the same manner as set forth in this Section.

If to the Corporation:

Diversity Group International, Inc.
375 Park Avenue, Suite 2607
New York, New York 10152
Attention: Kathleen Robertson
Telephone: 214-354-0700
Facsimile: 214-347-0750

If to the holders of Series A Preferred Stock, to the address listed in the Corporation's books and records.

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IN WITNESS WHEREOF, the undersigned has signed this certificate as of the 13 day of September, 2011.

DIVERSITY GROUP INTERNATIONAL, INC.

By: /s/ Kathleen Robertson

Name: Kathleen Robertson

Title: President and Chief Executive
Officer

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**CERTIFICATE OF DESIGNATIONS,
PREFERENCES AND RIGHTS OF
SERIES B PREFERRED STOCK, \$.001 PAR VALUE PER SHARE**

Diversity Group International, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation (the "**Board**") on September 13, 2011 in accordance with the provisions of its Articles of Incorporation (as amended and may be amended from time to time, the "**Articles of Incorporation**") and by-laws. The authorized series of the Corporation's previously-authorized preferred stock shall have the following preferences, privileges, powers and restrictions thereof, as follows:

RESOLVED, that pursuant to the authority granted to and vested in the Board in accordance with the provisions of the Articles of Incorporation, as amended, and by-laws of the Corporation, the Board hereby authorizes a series of the Corporation's previously authorized preferred stock (the "**Preferred Stock**"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, privileges, powers and restrictions thereof as follows:

I. NAME OF THE CORPORATION

Diversity Group International, Inc.

II. DESIGNATION AND AMOUNT; DIVIDENDS

A. Designation. The designation of said series of preferred stock shall be Series B Preferred Stock, \$.001 par value per share (the "**Series B Preferred**").

B. Number of Shares. The number of shares of Series B Preferred authorized shall be one (1) share and shall have a stated value equal to \$.001 (as may be adjusted for any stock dividends, combinations or splits with respect to such shares) (the "**Series B Stated Value**").

C. Dividends: Initially, there will be no dividends due or payable on the Series B Preferred. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Articles of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this Certificate, which the Board shall promptly file or cause to be filed.

III. LIQUIDATION RIGHTS

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holder of Series B Preferred shall be entitled to receive, on parity with the holders Common Stock, assets of the Corporation available for distribution to the holders of capital stock of the Corporation. The Series B Preferred shall not have any priority or preference with respect to any distribution of any of the assets of the Corporation. Neither a consolidation or merger of the Corporation with another corporation or other entity nor a sale, transfer, lease or exchange of all or part of the Corporation's assets will be considered a liquidation, dissolution or winding up of the affairs of the Corporation for purposes of this Article III.

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IV. RANK

All shares of the Series B Preferred shall rank (i) senior to the Corporation's common stock, par value \$0.01 per share ("Common Stock"), senior the Corporation's Series A Convertible Preferred Stock and any other class or series of capital stock of the Corporation hereafter created, (ii) *pari passu* with any class or series of capital stock of the Corporation hereafter created and specifically ranking, by its terms, on par with the Series B Preferred and (iii) junior to any class or series of capital stock of the Corporation hereafter created specifically ranking, by its terms, senior to the Series B Preferred, in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

VI. VOTING RIGHTS

Each one (1) share of the Series B Preferred shall have voting rights equal to (x) the total issued and outstanding Common Stock and Preferred Stock eligible to vote at the time of the respective vote divided by (y) forty nine one-hundredths (0.49) minus (z) the total issued and outstanding Common Stock plus Preferred Stock eligible to vote at the time of the respective vote. For the avoidance of doubt, if the total issued and outstanding Common Stock plus Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of the Series B Preferred shall be equal to 5,204,082 (e.g. $(5,000,000 / 0.49) - 5,000,000 = 5,204,082$).

VII. PROTECTION PROVISIONS

So long as any shares of Series B Preferred are outstanding, the Corporation shall not, without first obtaining the unanimous written consent of the holders of Series B Preferred, alter or change the rights, preferences or privileges of the Series B Preferred so as to affect adversely the holders of Series B Preferred.

XIII. MISCELLANEOUS

A. **Status of Redeemed Stock:** In case any shares of Series B Preferred shall be redeemed or otherwise reacquired, the shares so redeemed or reacquired shall resume the status of authorized but unissued shares of preferred stock, and shall no longer be designated as Series B Preferred.

B. **Lost or Stolen Certificates:** Upon receipt by the Corporation of (i) evidence of the loss, theft, destruction or mutilation of any Preferred Stock Certificate(s) and (ii) in the case of loss, theft or destruction, indemnity (with a bond or other security) reasonably satisfactory to the Corporation, or in the case of mutilation, the Preferred Stock Certificate(s) (surrendered for cancellation), the Corporation shall execute and deliver new Preferred Stock Certificates.

C. **Waiver:** Notwithstanding any provision in this Certificate of Designation to the contrary, any provision contained herein and any right of the holders of Series B Preferred granted hereunder may be waived as to all shares of Series B Preferred (and the holders thereof) upon the unanimous written consent of the holders of the Series B Preferred.

D. **Notices:** Any notices required or permitted to be given under the terms hereof shall be sent by certified or registered mail (return receipt requested) or delivered personally, by nationally recognized overnight carrier or by confirmed facsimile transmission, and shall be effective five (5) days after being placed in the mail, if mailed, or upon receipt or refusal of receipt, if delivered personally or by nationally recognized overnight carrier or confirmed facsimile transmission, in each case addressed to a

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party as set forth below, or such other address and telephone and fax number as may be designated in writing hereafter in the same manner as set forth in this Section.

If to the Corporation:

Diversity Group International, Inc.
375 Park Avenue, Suite 2607
New York, NY 10152
Attention: Kathleen Robertson;
Telephone: 214-347-0700
Facsimile: 214-347-0750

If to the holder of Series B Preferred, to the address listed in the Corporation's books and records.

IN WITNESS WHEREOF, the undersigned has signed this certificate as of the 13 day of September, 2011.

DIVERSITY GROUP INTERNATIONAL, INC.

By: /s/ Kathleen Robertson

Name: Kathleen Robertson

Title: President and Chief Executive
Officer

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