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Division of Corporations

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FROM :FLORIDA FILING

FAX NO. :8502160460

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**Articles of Amendment
to
Articles of Incorporation
of**

Perpetua Holdings, Inc.

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

P98000101445

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE IV CAPITAL is amended to read in full as follows:

(see attached)

(Attach additional pages if necessary)

If an amendment provides for 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)

N/A

(continued)

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The date of each amendment(s) adoption: December 20, 2007Effective date if applicable: _____
(no more than 90 days after amendment file date)Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved 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.

Signature _____

12/20/2007

(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)

Felix Villalba

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35

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Section 4.1 Authorized Shares.

a. Classes. The aggregate number of shares of all classes of stock which the corporation shall have authority to issue is Two Million Ten Thousand (2,010,000) consisting of Two Million (2,000,000) shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock"), of which One Million Three Hundred Thousand (1,300,000) shares shall be designated as Series A Preferred Stock, and Ten Thousand (10,000) shares of Common Stock, par value \$0.01 per share ("Common Stock").

b. Issuance of Additional Shares. Subject to the provisions of the Florida Business Corporation Act ("Act") and these Articles of Incorporation, the Board of Directors shall have the authority to establish series of unissued shares of any class as permitted by the Act.

Section 4.2 Series A Preferred Stock. The preferences, qualifications, limitations, restrictions and special or relative rights or privileges of the Series A Preferred Stock of the corporation are as follows:

a. Dividends. The holders of Series A Preferred Stock shall not be entitled to receive dividends.

b. Liquidation, Dissolution or Winding Up.

(i) If any liquidation, dissolution or winding up of the corporation occurs (a "Liquidation"), whether voluntary or involuntary, the holder of each share of Series A Preferred Stock outstanding will be entitled to be paid out of the assets of the corporation available for distribution to shareholders an amount equal to \$1.00 per share of Series A Preferred Stock (the "Preferential Distribution") before any payment may be made to the holders of any class of stock ranking junior to the Series A Preferred Stock on liquidation. If the assets to be distributed to the holders of the Preferred Stock under the previous sentence are insufficient to permit payment of the full Preferential Distribution, then all of the assets of the corporation available for distribution will be distributed to such holders pro rata, based upon the ratio that the number of shares of Series A Preferred Stock held by such holder bears to the total number of shares of Series A Preferred Stock then outstanding. After the Preferential Distribution has been made to such holders, or funds necessary for such payment have been set aside by the corporation in trust for payment to such holders, any assets remaining for distribution will be distributed to the holders of the Common Stock. A Liquidation will be deemed to occur on any event giving rise to substantially all of the assets of the corporation being available for distribution to the shareholders.

(ii) If assets other than cash are to be distributed to the holders of the Series A Preferred Stock, the Board of Directors will first determine the value of any non-cash assets for such purpose, and will notify all holders of shares of Series A Preferred Stock of its determination. The value of such assets for purposes of the distribution will be determined by the Board of Directors in good faith.

(iii) A consolidation or merger of the corporation or a sale of all or substantially all of the assets of the corporation will be regarded as a Liquidation within the meaning of this Section 4.2(b). A sale of substantially all of the assets of the corporation will mean the sale or other disposition of more than eighty percent (80%) of such assets, based upon the fair market value of such assets.

c. Voting Power. Except as otherwise provided by law, Section 4.2(e)(ii) and Section 4.2(g), the holders of the shares of Series A Preferred Stock shall have no voting rights, and the Common Stock shall have all voting rights, including the right to elect directors of the corporation.

d. Conversion. The holders of the Series A Preferred Stock will have no conversion rights into shares of Common Stock.

e. Redemption.

(i) The corporation shall redeem each share of Series A Preferred Stock on December 31, 2010, unless such date is extended one (1) or more times by the holders of a majority of the shares of Series A Preferred Stock outstanding.

(ii) If the corporation fails to redeem the Series A Preferred Stock when required hereunder (or such revised redemption date as extended as provided above), then the Series A Preferred Stock shall be entitled to elect a majority of the Board of Directors of the corporation, and the corporation shall take such action to increase the size of the Board of Directors, if necessary, to effect such right. In addition, the corporation will take any actions as may be necessary to permit the sale of the assets or merger of the corporation to create a Liquidation Event. The holders of Common Stock agree to take such actions as may be necessary to approve and not object to such actions and transactions contemplated by this Section 4.2(e)(ii).

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f. Notices of Record Date. Unless a longer period of notice is required under applicable statute, if (i) the corporation establishes a record date to determine the holders of any class of securities who are entitled to receive any dividend or other distribution, or (ii) any capital reorganization of the corporation, any reclassification or recapitalization of the capital stock of the corporation, any merger or consolidation of the corporation, and any transfer of all or substantially all of the assets of the corporation to any other entity or person, or any voluntary or involuntary dissolution, liquidation or winding up of the corporation occurs, the corporation will mail to each holder of Series A Preferred Stock at least twenty (20) days prior to the record date a notice specifying the date of such record date for the purpose of such dividend or distribution and a description of such dividend or distribution, the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and/or the time, if any, when the holders of record of Common Stock (or other securities) will be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

g. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding, without the consent or affirmative vote of the holders of at least a majority of the outstanding shares of Series A Preferred Stock, the corporation shall not:

(i) amend its Articles of Incorporation, Bylaws or other governing instruments;

(ii) either directly or indirectly (including, without limitation by reclassification or change of the Series A Preferred Stock in, or otherwise through, any merger or consolidation with or into any other corporation, or through any amendment, alteration, or repeal of the Articles of Incorporation of the corporation) alter or change the powers, preferences, or special rights of the shares of the Series A Preferred Stock so as to affect the holders of Series A Preferred Stock adversely;

(iii) create any new class or series of stock of the corporation having preference over, or being on a parity with, the Series A Preferred Stock as to voting rights, dividends or upon liquidation; or

(iv) pay any dividend on shares of Common Stock or any stock ranking junior to the Series A Preferred Stock.

Section 4.3 Common Stock.

a. General. Subject to the provisions of law and of any class of Preferred Stock, dividends may be paid on the shares of Common Stock of the corporation at such time and in such amounts as the Board of Directors may deem advisable. Each share of Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders.

b. Liquidation. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the corporation, after payment or provision for payment of debts and amounts due under the provisions of this Article Four to the holders of any class of Preferred Stock, the holders of Common Stock shall be entitled to share pro rata in the distribution of the remaining assets of the corporation.

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