

P98000105320

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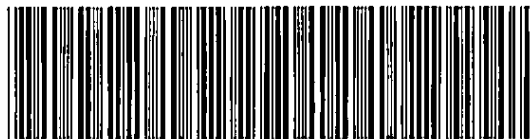
(Business Entity Name)

(Document Number)

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JUN 7 2021

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 6-7-21

****WALK IN****

ENTITY NAME WINIADAEWOO ELECTRONICS AMERICA, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

☒ Plain Copy

☐ Certified Copy

☐ Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 43.75

ACCOUNT # 120140000108
United Corporate
Services, Inc.

Keith Leppard

Please call Tina at the above number for any issues or concerns. Thank you so much.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WINIADAEWOO ELECTRONICS AMERICA, INC.
A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Winiadaewoo Electronics America, Inc., a Florida corporation (the "Corporation"), Florida Document Number P98000105320, adopts the following amendment (the "Amendment") to its Articles of Incorporation:

I. Article IV, Capital Stock, shall be amended to read as follows:

"ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares that the corporation shall have the authority to issue is [150,000,000] shares of capital stock, with \$1.00 par value per share ("Capital Stock"), divided into classes and series as follows: (i) [100,000,000] shares of common stock with \$1.00 par value per share ("Common Stock"); and (ii) [50,000,000] shares of preferred stock with \$1.00 par value per share ("Preferred Stock"). The Common Stock shall have the following rights, preferences, powers, privileges, restrictions, qualifications and limitations:

(i) General. The voting, dividend, liquidation and other rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of each series of Preferred Stock outstanding from time to time.

(ii) Voting. The holders of Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings), provided, however, that except as otherwise required by applicable law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to these Articles of Incorporation or pursuant to the Florida Business Corporation Act.

(b) [25,000,000] shares of Preferred Stock are hereby designated "Series A Convertible Preferred Stock" and shall have the following rights, preferences, powers, privileges, restrictions, qualifications and limitations:

(i) Dividends. The holders of Series A Convertible Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, and as otherwise provided in these Articles of Incorporation, out of funds legally available thereof, dividends or distributions when the Board of Directors declares on an annual basis, or such shorter period as determined by the Board of Directors, a dividend or distribution on the Series A Convertible Preferred Stock or the Common Stock. No dividend whatsoever shall be paid or declared on account of any Common Stock of the corporation unless an equivalent additional dividend is simultaneously paid on each outstanding share of Series A Convertible Preferred Stock, treating the shares of Series A Convertible Preferred Stock for this purpose as the number of shares of Common Stock into which such shares are then convertible at the Conversion Rate (as defined in Section IV(b)(iii) below).

(ii) Voting. On all matters to be voted on by the shareholders of the corporation at a meeting of shareholders (and for all actions by written consent of shareholders) and except as required by applicable law, the holders of Series A Convertible Preferred Stock and the holders of Common Stock shall vote together as a single class on all matters to be voted on by the shareholders, and for this purpose the holders of Series A Convertible Preferred Stock shall have the number of votes to which such holders would be entitled if such holders converted their shares of Series A Convertible Preferred Stock in shares of Common Stock at the Conversion Rate.

(iii) Conversion. Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the corporation or any transfer agent for the Series A Convertible Preferred Stock, into one (1) fully-paid, non-assessable share of Common Stock (the "Conversion Rate"). Notwithstanding the foregoing, shares of Series A Convertible Preferred Stock shall not be convertible at any time that there is not a sufficient number of authorized and unissued shares of Common Stock such that all outstanding shares of Series A Convertible Preferred Stock can be converted into shares of Common Stock at the Conversion Rate.

(iv) Liquidation. Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the corporation shall make distributions to its shareholders of all cash and other assets of the corporation legally available for distribution in the following order and priority: (1) first, ratably among the holders of Series A Convertible Preferred Stock until the holders of Series A Convertible Preferred Stock have received an aggregate amount per share equal to the Liquidation Value plus all accrued but unpaid dividends thereon; and (2) second, ratably among the holders of the Common Stock. "Liquidation Value" means, with respect to any share of Series A Convertible Preferred Stock, \$1.00 per share.

(c) In accordance with Section 607.0602 of the Florida Business Corporation Act, the Board of Directors of the corporation shall have the power and authority to designate, from time to time, by duly adopted resolution, any additional series of Preferred Stock having such designations, limitations and relative rights as the Board of Directors shall deem to be in the best interests of the corporation.

(d) The sum of the par value of all shares of Capital Stock of the corporation that have been issued and are outstanding shall be the stated capital of the corporation at any particular time. If the number of shares of issued and outstanding Capital Stock of the corporation is reduced, then the stated capital of the corporation shall be reduced by the sum of the par value of such number of issued and outstanding shares of Capital Stock of the corporation so reduced. Such reduced stated capital shall be added to the additional paid in capital (capital surplus) of the corporation and/or may be used to offset the accumulated deficit of the corporation.

(e) The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation subject to Section IV(b)(i) of these Articles of Incorporation."

2. Article XI, Voting Rights, shall be amended to read as follows:

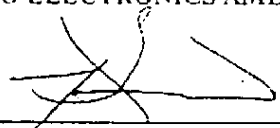
"ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of Common Stock and Preferred Stock in accordance with Section IV(a)(ii) and Section IV(b)(ii) of these Articles of Incorporation."

The foregoing Amendment was adopted by the Board of Directors of the Corporation and the shareholder on June 7, 2021. The number of votes cast for the Amendment by the shareholder was sufficient for approval.

Date: June 7, 2021

WINIADAEWOO ELECTRONICS AMERICA, INC.

BY: 
NAME: Jung Han Kim
TITLE: President