

S 28069

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JANUARY 1, 2016

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*Amend.*

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 3, 2016

TRACY SPERRY  
7477 W LAKE MEAD BLVD STE 260  
LAS VEGAS, NV 89128 US

SUBJECT: COMF5 INTERNATIONAL, INC.  
Ref. Number: S28069

We have received your document for COMF5 INTERNATIONAL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears you have filed two documents under one filing fee. Please choose one document and resubmit or remit an additional \$35.00 to file them both.

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.

Rebekah White  
Regulatory Specialist II

Letter Number: 916A00004484

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ComF5 International, Inc.

DOCUMENT NUMBER: S28069

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

Please return all correspondence concerning this matter to the following:

Tracy Sperry

Name of Contact Person

ComF5 International, Inc.

Firm/ Company

7477 W Lake Mead Blvd. Suite 260

Address

Las Vegas, NV 89128

City/ State and Zip Code

tracy@comf5intl.com

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

For further information concerning this matter, please call:

Tracy Sperry

at ( 702 ) 938-9300

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 checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input 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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
COMF5 INTERNATIONAL, INC.

FILED  
16 FEB 29 PM 3:11  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act

The undersigned, being the duly authorized Chief Executive Officer of COMF5 INTERNATIONAL, INC., a Florida corporation (the "Company"), does hereby certify that:

FIRST: The name of the Company is COMF5 INTERNATIONAL, INC.

SECOND: That, pursuant to the authority expressly vested in the Board of Directors of the Company by the Articles of Incorporation, as amended (the "Articles of Incorporation"), and in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act, the Board of Directors has duly adopted the following resolutions by unanimous consent of all of the directors dated February 25, 2016, and that the adoption of these resolutions by the Board of Directors does not require any action by the shareholders of the Company.

RESOLVED, that, pursuant to the Articles of Incorporation (which authorizes 5,000,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock")), the Board of Directors hereby fixes the powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions, of the Series A-1 Preferred Stock.

RESOLVED, that the Company is authorized to issue Series A-1 Preferred Stock on the following terms and with the provisions herein set forth:

(1). Designation and Number of Shares. Of the 5,000,000 shares of Preferred Stock authorized pursuant to the Fourth Article of the Company's Articles of Incorporation, 390,000 shares are hereby designated as Series A-1 Preferred Stock (the "Series A-1 Preferred Stock").

(2). Redemption. The Series A-1 Preferred Stock does not have any redemption rights.

(3). Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, subject to the rights of any other Series of Preferred Stock that are then in existence, the assets of the Company available for distribution to shareholders will be distributed ratably among the holders of the Series A-1 Preferred Stock (on an as-converted to common stock basis) and common stock.

(4). Dividends. The Series A-1 Preferred Stock will not be entitled to dividends unless the Company pays cash dividends or dividends in other property to holders of outstanding shares of Common Stock, in which event, each outstanding share of the Series A-1 Preferred Stock will be entitled to receive dividends of cash or property in an amount or value equal to the Conversion Rate multiplied by the amount paid in respect of one share of Common Stock. Any dividend payable to the Series A-1 Preferred Stock will have the same record and payment date and terms as the dividend is payable on the Common Stock.

(5). Mandatory Conversion.

(a). Conversion. Each share of Series A-1 Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock at the conversion rate of 1,000 fully paid and non-assessable shares of Common Stock for one (1) share of Series A-1 Preferred Stock ("Conversion Rate").

(b). Conversion Procedure. The Company shall use commercially reasonable efforts to issue or cause its transfer agent to issue the Common Stock issuable upon conversion of the Series A-1 Preferred Stock within five (5) business days after the holder thereof provides written notice of such conversion to the Company. The Company shall bear the cost associated with the issuance of the Common Stock issuable upon conversion of the Series A-1 Preferred Stock. The Common Stock and other securities issuable upon the conversion of the Series A-1 Preferred Stock shall be issued with a restrictive legend indicating that it was issued in a transaction which is exempt from registration under the Securities Act of 1933, as amended ("Securities Act"), and that it *cannot be* transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Company. The Common Stock issuable upon the conversion of the Series A-1 Preferred Stock shall be issued in the same name as the person who is the holder of the Series A-1 Preferred Stock being converted unless, in the opinion of counsel to the Company, a change of name and such transfer can be made in compliance with applicable securities laws. The person in whose name the certificates of Common Stock are so recorded and other securities issuable upon the conversion of the Series A-1 Preferred Stock shall be treated as a common stockholder of the Company at the close of business on the date of the conversion of the Series A-1 Preferred Stock. The certificates representing the Series A-1 Preferred Stock shall be cancelled upon conversion of the applicable shares of Series A-1 Preferred Stock.

(6). Adjustments to Conversion Rate and Reorganization. The Conversion Rate for the number of shares of Common Stock into which the Series A-1 Preferred Stock are convertible shall be subject to adjustment from time to time as hereinafter set forth:

(a) Stock Dividends - Recapitalization, Reclassification, Split-Ups. If, prior to the date of Mandatory Conversion, the number of outstanding shares of Common Stock is increased by a stock dividend on the Common Stock payable in shares of Common Stock or by a split-up, recapitalization or reclassification of shares of Common Stock or other similar event, then, on the effective date thereof, the Conversion Rate will be adjusted so that the number of shares of Common Stock issuable on the Mandatory Conversion of the Series A-1 Preferred Stock shall be increased in proportion to such increase in outstanding shares of Common Stock.

(b) Aggregation of Shares. If prior to the date of Mandatory Conversion, the number of outstanding shares of Common Stock is decreased by a consolidation, combination or reclassification of shares of Common Stock or other similar event (**including the Reverse Split**), then, upon the effective date thereof, the number of shares of Common Stock issuable on the Mandatory Conversion of the Series A-1 Preferred Stock shall be decreased in proportion to such decrease in outstanding shares of Common Stock.

(c) Change Resulting from Reorganization or Change in Par Value, etc. In case of any reclassification or reorganization of the outstanding shares of Common Stock which solely affects the par value of the shares of Common Stock, or in the case of any merger or consolidation of the Company with or into another corporation (other than a consolidation or merger in which the Company is the continuing corporation and which does not result in any reclassification or reorganization of the outstanding shares of Common Stock), or in the case of any sale or conveyance to another corporation or entity of the property of the Company as an entirety or substantially as an entirety in connection with which the Company is dissolved, the holders of the Series A-1 Preferred Stock shall have the right thereafter (until the Mandatory Conversion or its equivalent) to receive upon the conversion of the Series A-1 Preferred Stock the kind and amount of shares of stock or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or other transfer, by a holder of the number of shares of Common Stock into which the Series A-1 Preferred Stock is convertible immediately prior to such event; and if any reclassification also results in a change in shares of Common Stock, then such adjustment also shall be made.

(d) Successive Changes. The provisions of this Section shall similarly apply to successive reclassifications, reorganizations, mergers or consolidations, sales or other transfers.

(7). Voting Rights. The holders of record of shares of Series A-1 Preferred Stock shall be entitled to the following voting rights:

- (a) Those voting rights required by applicable law; and
- (b) The right to vote together with the holders of the Common Stock, as a single class, upon all matters submitted to holders of Common Stock for a vote. Each share of Series A-1 Preferred Stock will carry a number of votes equal to the number of shares of Common Stock into which such share of Series A-1 Preferred Stock is convertible based on the then applicable Conversion Rate.

(c) Whenever holders of Series A-1 Preferred Stock are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by the holders of shares of Series A-1 Preferred Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all such shares entitled to vote thereon were present and voted. Each share of the Series A-1 Preferred Stock shall entitle the holder thereof to one vote on all matters to be voted on by the holders of the Series A-1 Preferred Stock, as set forth in this Section 7(c).

(8). No Impairment. The Company will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, 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 hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this section and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Series A-1 Preferred Stock against impairment.

(9). No Fractional Shares and Certificate as to Adjustments. No fractional shares shall be issued upon the conversion of any share or shares of the Series A-1 Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon conversion shall be determined on the basis of the total number of shares of Series A-1 Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(10). Notices of Record Date. In the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or any other right, the Company shall mail to each holder of Series A-1 Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(11). Notices. Any notice required by the provisions of this Articles of Amendment to be given to the holders of shares of Series A-1 Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Company.

(12). Return of Status as Authorized Shares. Upon a Mandatory Conversion or any other redemption or extinguishment of the Series A-1 Preferred Stock, the shares converted, redeemed or extinguished will be automatically returned to the status of authorized and unissued shares of preferred stock, available for future designation and issuance pursuant to the terms of the Articles of Incorporation.

FURTHER RESOLVED, that the statements contained in the foregoing resolutions creating and designating the said Series A-1 Preferred Stock and fixing the number, powers, preferences and relative, optional, participating, and other special rights and the qualifications, limitations, restrictions, and other distinguishing characteristics thereof shall, upon the effective date of said series, be deemed to be included in and be a part of the Articles of Incorporation of the Company pursuant to the provisions of Sections 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment on this 25<sup>TH</sup> day of February, 2016.

COMF5 INTERNATIONAL, INC.

By:

  
Earl Mann

Chief Executive Officer