

V68751

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SEC. OF STATE  
TALLAHASSEE, FL 32304

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Monday, November 21, 2016

Department of State

Division of Corporations

Clifton Building

2661 Executive Center Cir.

Tallahassee, FL 32301

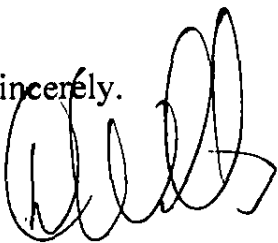
RE: AMENDMENT TO ARTICLES OF SAGUARO HOLDINGS INC -V68751

Dear Sirs:

Attached is the original of the Amendment to the Amendment of the Articles of Saguaro Holdings Inc. together with check for \$35.00. Please file immediately.

If there are any issues please call us.

Sincerely,

A handwritten signature in black ink, appearing to be 'DW', written over the word 'Sincerely,'.

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TALLAHASSEE, FLA

**ARTICLES OF AMENDMENT  
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SAGUARO HOLDINGS, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act ("**FBCA**") of the State of Florida, the undersigned Chief Executive Officer of Saguario Holdings, Inc. (the "**Corporation**"), a corporation organization and existing under and by virtue of the laws of the State of Florida and bearing Document Number V68751, does hereby certify:

**FIRST:** Whereas, by virtue of the authority contained in the Amended and Restated Articles of Incorporation of the Corporation, the Corporation has authority to issue Fifty Million (50,000,000) shares of common stock, \$0.001 par value per share, ("**Common Stock**"), together with the preferences, rights, qualifications, limitations or restrictions thereof as set forth in Article III of the Amended and Restated Articles of Incorporation dated May 10, 2002.

**SECOND:** Whereas the Board of Directors proposed an Amendment to the Articles of Incorporation increasing the authorized shares of common stock from Fifty million (50,000,000) to Two Hundred Million (200,000,000), \$0.001 par value per share, together with the preferences, rights, qualifications, limitations or restrictions thereof as set forth in Article III of the Amended and Restated Articles of Incorporation dated May 10, 2002:

**THIRD:** Whereas the Amendment to the Articles of Incorporation increasing the authorized shares of common stock from Fifty million (50,000,000) to Two Hundred Million (200,000,000), \$0.001 par value per share, together with the preferences, rights, qualifications, limitations or restrictions thereof as set forth in Article III of the Amended and Restated Articles of Incorporation dated May 10, 2002 was approved by the shareholders October 3, 2016 by the casting of the number of votes for the Amendment by shareholders holding sufficient number share voting rights for approval.

**FOURTH:** By reason of the Amendment adopted October 3, 2016, the text of Article III of the Amended and Restated Articles of Incorporation dated May 10, 2002 as filed May 15 2002 shall read:

**ARTICLE III**

The aggregate number of shares which the corporation shall have authority to issue is 220,000,000 shares, with a par value of \$.001 per share, divided into 20,000,000 shares of Preferred Stock (the "Preferred Stock") and 200,000,000 shares of Common Stock (the "Common Stock"). A statement of the preferences, privileges and restrictions granted to or imposed upon the respective classes of shares or the holders thereof is as follows:

A. Common Stock. The terms of the 200,000,000 shares of Common Stock shall be as follows:

(1) Dividends. Whenever cash dividends upon the Preferred Stock of all series thereof at the time outstanding, to the extent of the preference to which such shares are entitled, shall have been paid in full for all past dividend periods, or declarant set apart for payment, such dividend payable in cash, stock, or otherwise, as maybe determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Stock out of the remaining net profits or surplus of the corporation.


(2) Liquidation. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.

(3) Voting rights. The Common Stock shall have voting rights.

B. Preferred Stock. Prior to the issuance of any of the Preferred Stock, the Board of Directors shall determine the number of Preferred Stock to then be issued from the 20,000,000 shares authorized, and such shares shall constitute a series of the Preferred Stock. Such series shall have such preferences, limitations, and relative rights as the Board of Directors shall determine and such series shall be given a distinguishing designation. Each share of a series shall have preferences, limitations and relative rights identical with those of all other shares of the same series. Except to the extent otherwise provided in the Board of Directors' determination of a series, the Stock of such series shall have preferences, limitations, and relative rights identical with all other series of the Preferred Stock. Preferred Stock may have dividend or liquidation rights which are prior (superior or senior) to the dividend and liquidation rights and. Preference Stock of the Common Stock. Also, any series of the Preferred Stock may have voting rights.

**IN WITNESS WHEREOF**, the undersigned, being a Director of this Corporation, has executed these Articles of Amendment as of October 3, 2016.

SAGUARO HOLDINGS, INC.

  
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Reginald Gilmour, CEO  
Director