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090204

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150138217-50 Filing Date and Time 03/26/2015 4:28 PM Entity Number C29792-2004
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Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

New Taohuayuan Culture Tourism Co., Ltd.

2. The articles have been amended as follows: (provide article numbers, if available)

Article I Name:

The name of this Corporation is: KYN CAPITAL GROUP, INC

Article III Capital Stock:

The amount of the total authorized capital stock of the corporation is two hundred thousand dollars (\$200,000.00) consisting of ten million (10,000,000) shares of preferred stock with a par value of \$0.001 each, and one hundred ninety million (190,000,000) shares of common stock with a par value of \$0.001 each. The details of the voting rights, preferences and any qualifications, limitations, or restrictions of the preferred stock of Corporation will be set forth below as Exhibit A and Exhibit B.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

58.13%

4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X *Clem Anyan Yeboah*

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 1-5-15

Exhibit A

**CERTIFICATE OF DESIGNATION OF CONVERTIBLE PREFERRED
SERIES "A" STOCK OF NEW TAOHUAYUAN CULTURE TOURISM CO., LTD**

It is hereby certified that:

1. The name of the New Taohuayuan Culture Tourism Co., Ltd. [hereinafter called the "Corporation"].

2. The Certificate of Incorporation, as amended, of the Corporation authorizes the issuance of 10,000,000 (ten million) shares of Preferred Stock, \$.001 par value, and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any or all of said shares in one or more series and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences and relative, participating, optional, and other special rights and the qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued.

3. The Board of Directors of the Corporation, pursuant to the authority expressly vested in it as aforesaid, has adopted the following resolutions creating a Series A Convertible issue of Preferred Stock:

"RESOLVED, that the Board of Directors hereby fixes and determines the designation of the number of shares and the rights, preferences, privileges and restrictions relating to the Convertible Preferred Series A Stock, as follows:

(a) Designation. The series of Preferred Stock created hereby shall be designated the Convertible Preferred Series A Stock [the "Convertible Preferred Series A Stock"].

(b) Authorized Shares. The number of authorized shares of Convertible Preferred Series A Stock shall be 260,000 (two hundred and sixty thousand) shares.

(c) Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to Holders of senior capital stock, if any, the Holders of Convertible Preferred Series A Stock and parity capital stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the Holders of junior capital stock, including Common Stock, an amount equal to \$.001 per share [the "Liquidation Preference"]. If upon such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to the Holders of the Convertible Preferred Series A Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Liquidation Preference, then all such assets of the Corporation shall be distributed ratably among the Holders of the Convertible Preferred Series A Stock and parity capital stock, if any. Neither the consolidation or merger of the Corporation nor the sale, lease or transfer by the Corporation of all or a part of its

assets shall be deemed a liquidation, dissolution or winding up of the Corporation for purposes of this Section (c).

(d) Dividends. The Convertible Preferred Series A Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.

(e) Conversion Rights. Each share of Convertible Preferred Series A Stock shall be convertible, at the option of the Holder, into 100 (one hundred) fully paid and non assessable shares of the Corporation's Common Stock. The foregoing conversion calculation shall be hereinafter referred to as the "Conversion Ratio."

(i) Conversion Procedure. Upon written notice to the Holder, the Holder shall effect conversions by surrendering the certificate(s) representing the Convertible Preferred Series A Stock to be converted to the Corporation, together with a form of conversion notice satisfactory to the Corporation, which shall be irrevocable. Not later than five [5] business days after the conversion date, the Corporation will deliver to the Holder, (i) a certificate or certificates, which shall be subject to restrictive legends, representing the number of shares of Common Stock being acquired upon the conversion; provided, however, that the Corporation shall not be obligated to issue such certificates until the Convertible Preferred Series A Stock is delivered to the Corporation. If the Corporation does not deliver such certificate(s) by the date required under this paragraph (e) (i), the Holder shall be entitled by written notice to the Corporation at any time on or before receipt of such certificate(s), to receive 100 Convertible Preferred Series A Stock shares for every week the Corporations fails to deliver Common Stock to the Holder.

(ii) Adjustments on Stock Splits, Dividends and Distributions. If the Corporation, at any time while any Convertible Preferred Series A Stock is outstanding, (a) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of its capital stock [whether payable in shares of its Common Stock or of capital stock of any class], (b) subdivide outstanding shares of Common Stock into a larger number of shares, (c) combine outstanding shares of Common Stock into a smaller number of shares, or (d) issue reclassification of shares of Common Stock for any shares of capital stock of the Corporation, the Conversion Ratio shall be adjusted by multiplying the number of shares of Common Stock issuable by a fraction of which the numerator shall be the number of shares of Common Stock of the Corporation outstanding after such event and of which the denominator shall be the number of shares of Common Stock outstanding before such event. Any adjustment made pursuant to this paragraph (e)(iii) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification. Whenever the Conversion Ratio is adjusted pursuant to this paragraph, the Corporation shall promptly mail to the Holder a notice setting forth the Conversion Ratio after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

(iii) Adjustments on Reclassifications, Consolidations and Mergers. In case of reclassification of the Common Stock, any consolidation or merger of the Corporation with or into another person, the sale or transfer of all or substantially all of the assets of the Corporation or any compulsory share exchange pursuant to which the Common Stock is converted into other securities, cash or property, then each Holder of Convertible Preferred Series A Stock then outstanding shall have the right thereafter to convert such Convertible Preferred Series A Stock only into the shares of stock and other securities and property receivable upon or deemed to be held by Holders of Common Stock following such reclassification, consolidation, merger, sale, transfer or share exchange, and the Holder shall be entitled upon such event to receive such amount of securities or property as the shares of the Common Stock into which such Convertible Preferred Series A Stock could have been converted immediately prior to such reclassification, consolidation, merger, sale, transfer or share exchange would have been entitled. The terms of any such consolidation, merger, sale, transfer or share exchange shall include such terms so as to continue to give to the Holder the right to receive the securities or property set forth in this paragraph (e)(iv) upon any conversion following such consolidation, merger, sale, transfer or share exchange. This provision shall similarly apply to successive reclassifications, consolidations, mergers, sales, transfers or share exchanges.

(iv) Fractional Shares; Issuance Expenses. Upon a conversion of Convertible Preferred Series A Stock, the Corporation shall not be required to issue stock certificates representing fractions of shares of Common Stock, but shall issue that number of shares of Common Stock rounded to the nearest whole number. The issuance of certificates for shares of Common Stock on conversion of Convertible Preferred Series A Stock shall be made without charge to the Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate upon conversion in a name other than that of the Holder, and the Corporation shall not be required to issue or deliver such certificates unless or until the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

(f) Voting Rights. Except as otherwise expressly provided herein or as required by law, the Holders of shares of Convertible Preferred Series A Stock shall be entitled to vote on any and all matters considered and voted upon by the Corporation's Common Stock. The Holders of the Convertible Preferred Series A Stock shall be entitled to 100 (one hundred) votes per share of Convertible Preferred Series A Stock.

(g) Reservation of Shares of Common Stock. The Corporation covenants that it will at all times reserve and keep available out of its authorized and unissued Common

Stock solely for the purpose of issuance upon conversion of Convertible Preferred Series A Stock as herein provided, free from preemptive rights or any other actual contingent purchase rights of persons other than the Holders of Convertible Preferred Series A Stock, such number of shares of Common Stock as shall be issuable upon the conversion of the outstanding Convertible Preferred Series A Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all outstanding Convertible Preferred Series A Stock, the Corporation will take such corporate action necessary to increase its authorized shares of Common Stock to such number as shall be sufficient for such purpose. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly and validly authorized, issued and fully paid and non assessable.

IN WITNESS WHEREOF, on this 25th day of February 2015, said New Taohuayuan Culture Tourism Co., Ltd. has caused this Certificate to be signed by Rhonda Keaveney, it's Custodian

New Taohuayuan Culture Tourism Co., Ltd.

By: 
Rhonda Keaveney, Custodian

EXHIBIT B

The Board of Directors of NEW TAOHUAYUAN CULTURE TOURISM CO., LTD. shall have the authority, by resolution or resolutions, to divide the preferred stock into series, to establish and fix the distinguishing designation of each such series and the number of shares thereof and, within the limitations of applicable law of the state of Nevada or as otherwise set forth in this article, to fix and determine the relative rights and preferences of the shares of each series so established from time to time, thereof. The initial voting rights, preferences and any qualifications, limitations, and other relative rights of the preferred stock are set forth below:

(1) **Authorization Number.** The Series B Preferred Stock ("Series B Preferred Stock") shall consist of 3,000,000 shares, \$.001 par value. Series B Preferred Stock is authorized by the Board of Directors of this Corporation and shall be senior to the common stock.

(2) **Conversion into Common Stock.** The shares of Series B Preferred Stock are not convertible into any other class or series of stock.

(3) **Voting Rights.** Except as otherwise required by law, the holders of Series B Preferred Stock have no voting right on all matters.

(4) **Redemption.** The shares of Series B Preferred Stock will generally be redeemable within 120 days. Redemption provision will be amended at option of the Board of Directors of the Corporation from time to time, thereof.

(5) **Dividends.** The shares of Series B Preferred Stock are entitled to receive any dividends in any amount during which such shares are outstanding. The dividends should be predetermined, or determined on a transaction basis by the Board of Directors of the Corporation.

(6) **Liquidation Preference.** (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of Series B Preferred Stock shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series B Preferred Stock.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of Series B Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

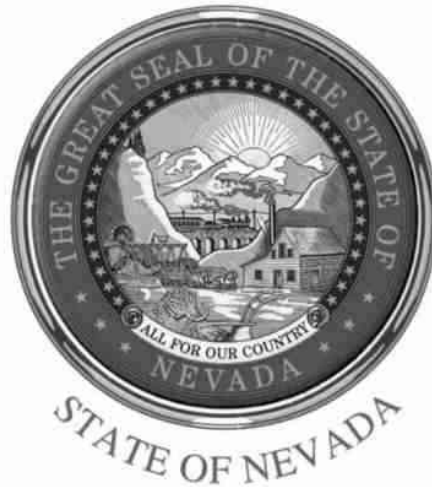
(3) After payment of the full amounts to the holders of Series B Preferred Stock as set forth above in paragraph (6)(a)(1), any remaining assets of the Corporation shall be distributed pro rata to the holders of Series B Preferred Stock and Common Stock (in the case of Series B Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 6, and unless a majority of the holders of Series B Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of records as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 6, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Series B Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give written notice to each holder of shares of Series B Preferred Stock or Common Stock of the appraiser's valuation.

(7) Reissuance. No share or shares of Series B Preferred Stock acquired by the Corporation, by reason of redemption, shall be cancelled. All such shares shall be returned to the status of unissued shares of Series B Preferred Stock of the Corporation.

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

KYN CAPITAL GROUP, INC

Nevada Business Identification # NV20041642872

Expiration Date: November 30, 2015

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 27, 2015

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

**License must be cancelled on or before its expiration date if business activity ceases.
Failure to do so will result in late fees or penalties which by law cannot be waived.**