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APR 26 2016

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WHAM INC.

DOCUMENT NUMBER: P01000117450

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

Please return all correspondence concerning this matter to the following:

Theodore Fotsis
Name of Contact Person

WHAM INC.
Firm/ Company

982 E. 9th Street
Address

Lockport, IL. 60441
City/ State and Zip Code

info@whaminc.us
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Theodore Fotsis at (708) 837-3880
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:

☐ $35 Filing Fee

☐ $43.75 Filing Fee & Certificate of Status

☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

■ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy 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
Articles of Incorporation
of

FILED
16 APR 22 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHAM INC.

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

P01000117450

(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:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

_____
_____
_____

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

_____
_____
_____

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

_____
(Florida street address)

New Registered Office Address: _____, Florida_____
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

_____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
2) ____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
3) ____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
4) ____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
5) ____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
6) ____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(Attach *additional sheets, if necessary).* *(Be specific)*

See Attached

F. If an amendment provides for an 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)

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted 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.

Dated April 21st 2016

Signature _____

(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)

Theodore Fotsis

(Typed or printed name of person signing)

Chairman/CEO

(Title of person signing)

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF WHAM INC.

WHAM INC., a Corporation organized and existing under Florida Business Corporation Act (hereinafter called the "Corporation"), in accordance with the provisions of Section 607.0602 thereof, DOES HEREBY CERTIFY:

1. That the present name of the corporation is WHAM INC., which is the name of the Corporation under the Articles of Amendment to the Articles of Incorporation of WholeFood Farmacy Corp. and the date of the filing of that amendment with the Secretary of State of Florida was Dec. 20th 2005.

2. Pursuant to section 607.1006 of the Florida Business Corporation Act, WHAM INC. takes over the WholeFood Farmacy with an Articles of Amendment Corporation name change filed under the Amended Articles of Incorporation with the Secretary of State of Florida on November 03, 2011.

3. Pursuant to section 607.1006 of the Florida Business Corporation Act, this Articles of Amendment to the Articles of Incorporation was amended by the board of directors of the Corporation without a vote of the shareholders and merely restates and integrates, and does not further amend, the provisions of the Corporation's Articles of Amendment to the Articles of Incorporation as thereof Amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Amended Articles of Incorporation. Shareholder action was not required.

The following Articles of Amendment were adopted by letter of consent by a majority vote of the shareholders in the manner prescribed 607.0602 of the Florida Business Corporation Act. Shareholder action was not required.

That pursuant to the authority vested in the majority shareholders in accordance with the provisions of the Articles of Amendment to Articles of Incorporation of the Corporation (the "Articles of Incorporation"), the said majority shareholders adopted the following resolution, Article 4.1 The capital stock of the corporation shall consist of 500,000,000 shares of Common Stock, no par value, 20,000,000 shares of Preferred Stock, no par value and 10,000,000 shares of Series A Preferred Stock no par value.

ARTICLE I
CORPORATION NAME

The name of this Corporation is WHAM INC.

ARTICLE II
PURPOSE

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

ARTICLE III
PERIOD OF EXISTENCE

The period for during which this corporation shall exist shall be perpetual.

ARTICLE IV
SHARES

4.1 Authorized Stock The capital stock of the Corporation shall consist of 500,000,000 shares of Common Stock, no par value, 20,000,000 shares of Preferred Stock, no par value and 10,000,000 shares of Series A Preferred Stock, no par value.

4.2 Preferred Stock The board of directors is authorized, subject to the limitations prescribed by law, to provide for the issuance of shares of preferred stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares for each series, and any qualifications, limitations, or restrictions thereof.

4.3 Series A Preferred Stock The express terms and provisions of the Series A Preferred Stock are as follows:

(1) *Designated Amount.* Series A Preferred Stock number of shares shall be 10,000,000. Such numbers of shares may be increased or decreased by resolution of the board of directors; provided, however that no decrease shall reduce the number of shares of Series A Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

(2) *Dividends and Distribution.* Subject to the prior and superior rights of the holders of any shares of any class or series of stock of the Corporation ranking prior and superior to the shares of Series A Preferred Stock with respect to dividends, and subject to the Corporation Amended Articles of Incorporation, the holders of shares of Series A Preferred Stock shall receive the same number of dividend shares or cash dividend that

the shares would have been entitled to had they been converted into Common Stock pursuant to section 4 herein.

(3) *Voting Rights.* The holders of shares of Series A Preferred Stock shall have the following voting rights. Each share of Series A Preferred Stock shall entitle the holder thereof to 15 votes. Except as otherwise provided herein, in any Articles of Amendment creating a series of Preferred Stock or any similar stock of the Corporation, or by law, the holders of Series A Preferred Stock and the holders of Common Stock, having general voting rights shall vote together, as one class, on all matters submitted to a vote of shareholders of the Corporation. The number of votes hereunder shall be adjusted for any increase in the Common Stock issued due to stock splits, recapitalizations or stock dividends.

(4) *Conversion.* The Series A Preferred Stock may be converted by the purchaser into one share of common stock for every share of Preferred Stock. Such a conversion Ratio shall be adjusted for any stock split, recapitalizations or stock dividends.

(5) *No redemption.* Shares of Series A Preferred Stock shall not be subject to redemption by the Corporation.

(6) *Amendment.* At any time that any shares of Series A Preferred Stock are outstanding, this Articles of Amendment to the Articles of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to effect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, voting separately as a class.

ARTICLE V
PLACE OF BUSINESS

The address of the principal place of business of the Corporation is 982 E. 9th Street Lockport, IL 60441. The board of directors may at any time and from time move the principal office of the Corporation.

ARTICLE VI
DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by its board of directors. The numbers of such directors shall not be less than (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided within the Bylaws.

ARTICLE VII
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages of breach for any duty owed to the Corporation or its shareholders other than fraudulent act(s) or transaction(s) perpetrated by an officer or director of the company. In addition, the Corporation shall have the power, in the Bylaws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this Corporation against any contingency or peril as may be determined to be in the best interest of this Corporation, and in conjunction therewith, to procure at this Corporation's expense, policies of insurance.

ARTICLE VIII
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent to such right may be granted by an amendment to the Articles of Amendment to the Articles of Incorporation or by a resolution of the board of directors.

ARTICLE IX
AMENDMENT OF BYLAWS

Anything in the Articles of Amendment to the Articles of Incorporation, the Bylaws, or the Florida Business Corporation Act notwithstanding, bylaws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the Corporation entitled to vote thereon.

ARTICLE X
SHAREHOLDERS

10.1 Inspection of books. The board of directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

10.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statues now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.

10,3 Quorum. The holders of the shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

10,4 Required Vote. Acts of shareholders require the approval of holders 50.01% of the outstanding votes of the shareholders.

ARTICLE XI
CONTRACTS

No contract can be issued by this Corporation to either officers or directors in regards to compensation in any form(s) without the majority vote of the shareholders or by the board of directors and such contracts must be signed by any two officers and one director of this Corporation. No contract or other transaction between this Corporation and any person, firm or Corporation shall be affected by the fact that any officer or director of this Corporation is such other party or is, or at sometime in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a director or indirect interest in such contract.

ARTICLE XII
RESIDENT AGENT

The address of the Corporation's registered office in the state of Florida is 3030 N. Rocky Point Dr., STE 150. The name of its registered agent at such address is Bill Havre/Assistant Secretary.

The Articles of Amendment to the Articles of Incorporation shall become effective upon filing with the Secretary of the State of Florida.

The WHAM INC. Corporation has caused this Articles of Amendment to the Articles of Incorporation to be executed on April 6th 2016.

Theodore Fotsis,
Chairman/CEO

Attest:

Russ Guzior,
Chief Operating Officer