

From: Sack Lunch Productions, Inc.

Date: 09/07/2016 12:29:07

Receipt Number: 6554701

Amount Paid: \$54.00

#261 P.002/013

AMENDMENT



State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code
Articles of Amendment to Articles of Incorporation (Profit)

RECEIVED

SEP 07 2016

Utah Div. of Corp. & Comm. Code

Entity Number: 6414686-0142

Non-Refundable Processing Fee: \$37.00

Pursuant to UCA §16-10a part 10, the individual named below causes this Amendment to the Articles of Incorporation to be delivered to the Utah Division of Corporations for filing, and states as follows:

1. The name of the corporation is: Sack Lunch Productions Inc.
2. The date the following amendment(s) was adopted: August 23, 2016
3. If changing the corporation name, the new name of the corporation is:
N/A
4. The text of each amendment adopted (include attachment if additional space needed):

The Amended Certificate of Determination of the Rights and Preferences of B Preferred Stock of Sack Lunch Productions, Inc. pertaining to the Series B Preferred Stock is amended and replaced by the attached document and shall be the effective document as of the date of this filing.

5. If providing for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
N/A

6. Indicate the manner in which the amendment(s) was adopted (mark only one):
☒ Adopted by Incorporators or Board of Directors – Shareholder action not required.
☐ Adopted by Shareholders – Number of votes cast for amendment was sufficient for approval.

7. Delayed effective date (if not to be effective upon filing) N/A (not to exceed 90 days)

Under penalties of perjury, I declare that this Amendment of Articles of Incorporation has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

By: [Signature]
 Title: Richard Surber, President, CEO and Director

Date: August 26, 2016

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 09 day of SEP, 20 16
In this office of this Division and hereby issued
This Certificate thereof.

Examiner

Date 9-15-16

Kathy Berg
Kathy Berg
Division Director

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Utah Div. of Corp. & Comm. Code

SEP 7 '16 AM 9:29

**AMENDED CERTIFICATE OF DETERMINATION
OF THE RIGHTS AND PREFERENCES OF B PREFERRED STOCK
OF SACK LUNCH PRODUCTIONS, INC.**

WHEREAS, the Articles of Incorporation of SACK LUNCH PRODUCTIONS., a corporation organized and existing under the laws of Utah (the "Company"), as amended, provide that the Company has authorized Fifty Million (50,000,000) shares of par value \$0.001 preferred stock ("Preferred Stock") and, further, that this be the designation, powers, preferences and relative participating, option or other special rights and qualification, limitations or restrictions of the shares of such Preferred Stock as may be issued from time to time in one or more series, each of such series to have such voting powers, designation, preferences, and relative participating, optional or other special rights and the qualifications, limitations or restrictions thereof, as expressed herein or in a resolution or resolutions, providing for the issuance of such series, adopted by the directors; and

WHEREAS, THE COMPANY DOES HEREBY CERTIFY that pursuant to the authority contained in its Articles of Incorporation, and in accordance with the provisions of applicable law of Utah, the Company's directors have duly adopted the following resolutions determining the Second Amended Designations, Rights and Preferences of a special class of its authorized Preferred Stock, herein designated as Series B Convertible Preferred Stock.

RESOLVED, that pursuant to the authority vested in the directors of this Company by its Articles of Incorporation, a special class of preferred stock of the Company be and is hereby created out of the 50,000,000 shares of Preferred Stock available for issuance, such series to be designated as Series B Convertible Preferred Stock (the "Series B Preferred"), consisting of Twenty Million (20,000,000) shares, all prior shares issued in excess of that number shall be returned to the Company and cancelled, of which for the authorized shares the preferences and relative rights and qualifications, limitations or restrictions thereof (in addition to those set forth in the Company's Articles of Incorporation), shall be as follows:

1. **DEFINITIONS**

Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of any class of Common Stock of the Company and any other stock of the Company, howsoever designated, authorized after the Issue Date, which has the right (subject always to prior rights of any class or series of Preferred Stock) to participate in the distribution of the assets and earnings of the Company without limit as to per share amount.

Issue Date. The term "Issue Date" shall mean the date that shares of Series B Preferred are first issued by the Company.

Junior Stock. The term "Junior Stock" shall mean, for purposes of these resolutions, any class or series of stock of the Company authorized after the Issue Date not entitled to receive any dividends in any dividend period unless any dividends required to have been paid or declared and set apart for payment on the Series A and Series B Preferred shall have been so paid or declared and set apart for payment and, for purposes of these resolutions, shall mean Common Stock and any other class or series of stock of the Company authorized after the Issue Date not entitled to receive any assets upon liquidation, dissolution or winding up of the affairs of the Company until the Series A Preferred shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

Parity Stock. The term "Parity Stock" shall mean, for purposes of these resolutions the Common Stock and any other class or series of stock of the Company authorized after the Issue Date entitled to receive payment of dividends subject only to those preferential rights of dividends granted to the Series A

Preferred and Series B Preferred shares and, for purposes of these resolutions, shall mean any class or series of stock of the Company authorized after the Issue Date entitled to receive assets upon liquidation, dissolution or winding up of the affairs of the Company subject to only those preferential rights and preference granted to the Series A and Series B Preferred.

Senior Stock. The term "Senior Stock" shall mean, for purposes of these resolutions, any class or series of stock of the Company authorized before the Issue Date of the Series B Preferred except for those preferential rights as granted herein but the right to receive dividends providing all dividends granted to the Series B Preferred shall have been paid or set aside to be paid, and, for purposes of these resolutions, shall mean any class or series of stock of the Company authorized after the Issue Date ranking equal to the Series B Preferred and the right to participate in any distribution upon liquidation, dissolution or winding up of the affairs of the Company except for those preferential rights granted to the Series B Preferred herein.

2. **Rights, Powers and Preferences**

The Series B Preferred shall have the voting powers, preferences and relative, participating, optional and other special rights, qualifications, limitations and restrictions as follows:

- A. Designation and Amount. Out of the presently authorized preferred shares, Twenty Million (20,000,000) shares of par value \$0.001 preferred stock shall be designated as shares of Series B Convertible Preferred Stock and par value shall remain at \$0.001 per share.
- B. Rank. The Series B Preferred shall be senior to the Common Stock and any subsequently authorized series or class of the Company's Preferred Stock.
- C. Liquidation Rights.
 - (i) In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of the Series B Preferred then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect of any outstanding capital stock of the Company, an amount equal to \$0.001 per share. Then all of the assets of the Company available to be distributed shall be distributed ratably to the holders of the Series A and B Preferred and then to the holders of other outstanding shares of capital stock of the Company. If upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series B Preferred shall be insufficient to permit the payment to the holders thereof the full preferential amount as provided herein, then such available assets shall be distributed ratably to the holders of the Series B Preferred.
 - (ii) None of the following events shall be treated as or deemed to be a liquidation hereunder:
 - (a) A merger, consolidation or reorganization of the Company;
 - (b) A sale or other transfer of all or substantially all of the Company's assets;

- (c) A sale of 50% or more of the Company's capital stock then issued and outstanding;
- (d) A purchase or redemption by the Company of stock of any class; or
- (e) Payment of a dividend or distribution from funds legally available therefor.

D. **Voting Rights.** In all matters the Series B Preferred shall have voting rights equal to 100 shares of the Common Stock and any proposal upon which a vote of shareholders is taken must receive a majority of the votes from the Series B Preferred shares and the Common Stock to be approved. If the Company effects a stock split which either increases or decreases the number of shares of Common Stock outstanding and entitled to vote, the voting rights of the Series B Preferred shall not be subject to adjustment unless such stock split shall be applied to the Series B Preferred.

3. Dividends

The holders of the Series B Preferred shall be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company, to be paid in cash or in Market Value of the Company's common stock at the election of the Company. "Market Value", for the purposes of this Certificate of Determination shall mean the average of the bid and ask prices for the common stock of the Company for the five business days preceding the declaration of a dividend by the Board of Directors.

Without prior written consent of the majority of the holders of Series B Preferred, so long as any shares of Series B Preferred shall be outstanding, the Company shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise, nor shall the Company make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Company or any of its subsidiaries of which it owns not less than 51% of the outstanding voting stock, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Series B Preferred shall have been entitled for all previous dividend periods shall have been paid or declared and a sum of money sufficient for the payment thereof and the Redemption Price is set apart.

4. Conversion

The Series B Preferred shall have conversion rights into shares of the common stock of one (1) share of Common Stock for each 10 (ten) shares of Series B Preferred.

5. Protective Provisions

Notwithstanding anything contained herein to the contrary, as long as any of the Series B Preferred shall be outstanding, the Company shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds of the total number of shares of Series B Preferred outstanding:

- A. Alter or change the rights, preferences or privileges of the Series B Preferred by way of reverse stock split, reclassification, merger, consolidation or otherwise, so as to adversely affect in any manner the voting rights including number of votes presently allowed.

- B. Increase the authorized number of Series B Preferred.
- C. Create any new class of shares having preferences over or being on a parity with the Series B Preferred as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series B Preferred then outstanding.
- D. Repurchase any of the Company's Common Stock.
- E. Merge or consolidate with any other Company, except into or with a wholly-owned subsidiary of the Company with the requisite shareholder approval.
- F. Sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Company.
- G. Incur, assume or guarantee any indebtedness (other than such as may be represented by the obligation to pay rent under leases) maturing more than 18 months after the date on which it is incurred, assumed or guaranteed by the Company, except purchase money obligations, obligations assumed as part of the price of property purchased, or the extension, renewal or refunding of any thereof.

6. **Reissuance**

Share or shares of Series B Preferred acquired by the Company may be reissued as Series B Preferred, and all such shares thereafter shall be returned to the status of unissued shares of Preferred Stock of the Company.

7. **Headings or Subdivisions**

The heading of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereto.

8. **Severability of Provisions**

If any right, preference or limitation of the Series B Preferred set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

9. **Status of Reacquired Stock**

Shares of Series B Preferred which have been issued and reacquired in any manner shall, upon compliance with any applicable provisions of Utah law, have the status of authorized and unissued shares of Preferred Stock and may be redesignated and reissued in any series or class.

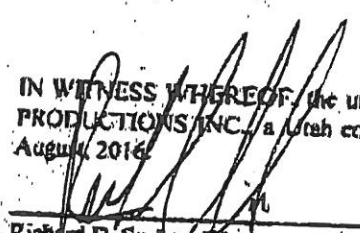
From: Sack Lunch Productions, Inc.

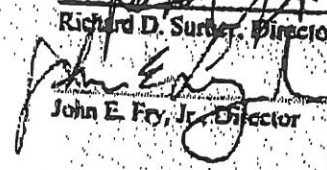
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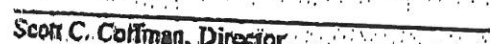
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SEP 7 '16 AM 9:30

IN WITNESS WHEREOF, the undersigned Directors, the president and the secretary of SACK LUNCH PRODUCTIONS INC., a Utah corporation, did hereby execute this Certificate effective the 23rd day of August, 2016.


Richard D. Surber, Director and President


John E. Fry, Jr., Director


Scott C. Coffman, Director

CONSENT TO ACTION BY SERIES B SHAREHOLDER

On this the 10th day of August, 2016, the following undersigned shareholder hereby consent to the adoption of the proposal to amend the designation for the Series B Preferred Stock of Sack Lunch Productions, Inc. to modify the language regarding changes in the number of voting rights of the Series B Preferred Stock to One Hundred votes per shares and to provide for a rights to convert into shares of the common stock on a basis of Ten shares of Series B Preferred Stock for One Share of common stock.

The undersigned Series B shareholder represents/holds Two Hundred Fifty Thousand shares of the issued and outstanding shares of Series B Preferred Stock of Sack Lunch Productions, Inc.

Taylor Gourley

Printed Name of Shareholder

Taylor R. Gourley Taylor R. Gourley

SEP 7 '16 AM 9:30

CONSENT TO ACTION BY SERIES B SHAREHOLDER

On this the 10th day of August, 2016, the following undersigned shareholder hereby consent to the adoption of the proposal to amend the designation for the Series B Preferred Stock of Sack Lunch Productions, Inc. to modify the language regarding changes in the number of voting rights of the Series B Preferred Stock to One Hundred votes per shares and to provide for a rights to convert into shares of the common stock on a basis of Ten shares of Series B Preferred Stock for One Share of common stock.

The undersigned Series B shareholder represents/holds Two Hundred Fifty Thousand shares of the issued and outstanding shares of Series B Preferred Stock of Sack Lunch Productions, Inc.

John Malfatto

Printed Name of Shareholder:

John Malfatto

[Signature]

CONSENT TO ACTION BY SERIES B SHAREHOLDER

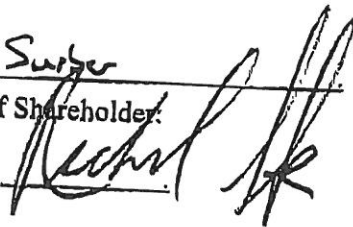
On this the 2nd day of August, 2016, the following undersigned shareholder hereby consent to the adoption of the proposal to amend the designation for the Series B Preferred Stock of Sack Lunch Productions, Inc. to modify the language regarding changes in the number of voting rights of the Series B Preferred Stock to One Hundred votes per shares and to provide for a rights to convert into shares of the common stock on a basis of Ten shares of Series B Preferred Stock for One Share of common stock.

The undersigned Series B shareholder represents/holds Fourteen Million Two Hundred Fifty Thousand shares of the issued and outstanding shares of Series B Preferred Stock of Sack Lunch Productions, Inc.

Richard Surber

Printed Name of Shareholder:

Richard Surber



SEP 7 16 09:31

**UNANIMOUS WRITTEN CONSENT TO ACTION WITHOUT A MEETING
RESOLUTION OF THE BOARD OF DIRECTORS
OF**

SACK LUNCH PRODUCTIONS

(A Utah corporation)

The undersigned, constituting the members of the Board of Directors (the "Board") of Sack Lunch Productions, Inc., a Utah corporation (the "Corporation"), hereby adopt the following resolution this 23rd day of August, 2016.

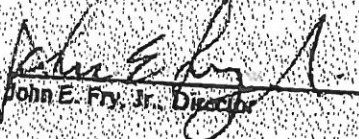
WHEREAS, the Board believes it is in the best interest of the Corporation to amend and approve changes to the designation of the Series B Preferred Stock of the Corporation, both as to the voting rights and to create a right of conversion for the Series B Preferred Stock and having received the consent of all shareholders of the Series B Preferred Stock to the amendment, and,

RESOLVED, that pursuant to the authority vested in the directors of this Company by its Articles of Incorporation, a special class of preferred stock of the Company be and is hereby created out of the 50,000,000 shares of Preferred Stock available for issuance, such series to be designated as Series B Convertible Preferred Stock (the "Series B Preferred"), consisting of Twenty Million (20,000,000) shares, of which the preferences and relative rights and qualifications, limitations or restrictions thereof (in addition to those set forth in the Company's Articles of Incorporation), shall be as set forth in the attached Amended Certificate of Determination of the Rights and Preferences of Preferred Stock of Sack Lunch Productions Inc.

THEREFORE BE IT RESOLVED, that the Board hereby approves, authorizes, and ratifies the execution of the Amendment as attached hereto and the submission of the said amended designation to the State of Utah for filing to change the voting rights of Series B Preferred stock to 100 votes per share and allow for the conversion of 10 shares of Series B Preferred into 1 share of common stock of the Corporation, and

FURTHER RESOLVED, that the officers and directors of the Corporation are hereby authorized, empowered, and directed in the name and on behalf of the Corporation, to execute and deliver all such documents, instruments, schedules, forms, and certificates, to make all such payments or perform all such acts and things, and to execute and deliver all such other documents as may be necessary, from time to time in order to carry out the purpose and intent of this resolution, that all of the acts and things of any such officers that are consistent with the purpose of this resolution, are hereby authorized, approved, ratified and confirmed in all respects. Accordingly, the above resolution is hereby unanimously adopted.

Scott C. Coffman, Director


John E. Fry, Jr., Director


Richard D. Surber, Director