

BELLE BONICA LUXE CORP. (BLOCKCHAIN LOYALTY CORP.)

CONSENT RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY REGARDING CHANGES TO SERIES C PREFERRED STOCK DESIGNATION

WHEREAS the undersigned, being a majority of the Directors of the Company, hereby consent to, vote in favor of and adopts the following consent resolution of the Board of Directors, such Board of Directors by their respective signatures hereto do hereby waive any and all requirements for the giving of notice for and of the convening of a formal meeting of the Board of Directors;

AND WHEREAS the Company originally designated a Series C Preferred Stock in its original Certificate of Designations signed on the 16th day of November 2009 and later amended through a Certificate of Amendment of Certificate of Incorporation dated the 27th day of January, 2010;


AND WHEREAS the Company has now entered into a new business direction and wishes to change the terms of its capital structure to insure proper control of its ongoing business operations; specifically by changing the exchange ratio of 500 shares of Common stock per share of Series C Preferred to 100,000 shares of Common stock per share of Series C Preferred, If at least one share of Series C Preferred stock is outstanding, then the total aggregate shares of Series C Preferred stock outstanding at any given time, regardless of their number, shall have voting rights equal to five times the sum of: **i)** the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus **ii)** the total number of shares of Series A and Series B Preferred shares which are issued and outstanding at the time of the voting.

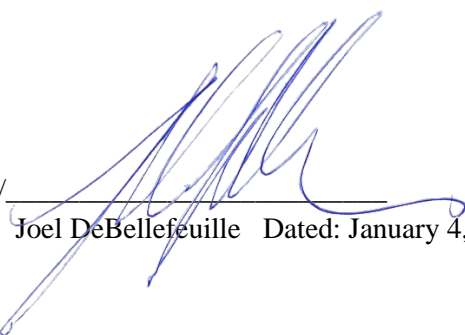
THE FOLLOWING CONSENT RESOLUTIONS of the Board of Directors are approved by the Board of Directors effective as of January 4, 2024 (the “Effective Date”)

NOW THEREFORE BE IT RESOLVED THAT:

- 1.** The Board hereby amends the Company’s original Certificate of Designations signed on the 16th day of November 2009 and the last Certificate of Amendment of Certificate of Incorporation dated the 27th day of January 2010.
- 2.** Ratification of authority. Any one officer of the company as designated by the Board of Directors be and the same is hereby authorized and directed for and on behalf of the Company to do and perform all acts and things and execute and deliver all documents and take all such other steps as may be necessary or desirable to give full effect to these consent resolutions. The officer(s) of the Company be and hereby are authorized to file any such documentation with any such regulatory authority as deemed necessary with regard to the above-referenced resolutions, and that the Board of Directors does hereby approve and ratify any present and future documentation and submissions thereof to such regulatory authorities.
- 3.** Ratification of counterparts and execution via electronic communication. This resolution may be signed on behalf of the Directors in as many counterparts as may be necessary, each of which so signed being deemed an original, and that such counterparts together shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to be dated the Effective Date as set forth hereinabove and furthermore, these resolutions may be delivered by any Director by telecopier or other means of electronic communication producing a printed copy (collectively, the “Electronic Communication”) and, in connection therewith, shall be deemed to have been effectively executed and delivered as of the Effective Date via any such Electronic Communication.

DIRECTORS:


/s/ _____
Zbigniew Lambo Dated: January 4, 2024
2024


/s/ _____
Joel DeBellefeuille Dated: January 4,

**CERTIFICATE OF DESIGNATIONS, PREFERENCES,
RIGHTS AND LIMITATIONS OF BELLE BONICA LUXE CORP.
(FORMERLY BLOCKCHAIN LOYALTY CORP.)**

SERIES C PREFERRED STOCK

Revised and adopted on January 4, 2024

3.1. DESIGNATION AND NUMBER OF SHARES. 20,000,000 shares of Series C Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), are authorized pursuant to Article IV of the Corporation's Amended Certificate of Incorporation (the "Series C Preferred Stock" or "Series C Preferred Shares").

3.1.1 ISSUANCE. Shares of Series C Preferred Stock may be issued to holders of debt of the company, as determined by a majority vote of the Board of Directors, or other, as determined by a majority vote of the Board of Directors.

3.2. DIVIDENDS. The holders of Series C Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

3.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series C Preferred Stock, the holders of the Series C Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series C Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series C Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series C Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

3.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series C Preferred Stock shall be convertible, at any time, and/or from time to time, into 100,000 shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock"). Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series C Preferred Stock of the holder's intention to convert the shares of Series C Stock, together with the holder's stock certificate or certificates evidencing the Series C Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series C Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "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 Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series C Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series C Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series C Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series C Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series C submitting such conversion notice.

(d) Shares of Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series C Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

3.5 VOTING RIGHTS. If at least one share of Series C Preferred stock is outstanding, then the total aggregate shares of Series C Preferred stock outstanding at any given time, regardless of their number, shall have voting rights equal to five times the sum of: **i)** the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus **ii)** the total number of shares of Series A and Series B Preferred shares which are issued and outstanding at the time of the voting.

3.6 PRICE.

(a) The initial price of each share of Series C Preferred Stock shall be \$0.0001.

(b) The price of each share of Series C Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

3.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series C Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.