



# ARTICLES OF AMENDMENT (General Business)

**FILED EFFECTIVE**

10 SEP 22 AM 8:15

SECRETARY OF STATE  
STATE OF IDAHO

To the Secretary of State of the State of Idaho  
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned  
corporation amends its articles of incorporation as follows:

1. The name of the corporation is:

Highline Technical Innovations, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

Please see attached.

3. The date of adoption of the amendment(s) was: 19 Sept 2010

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, 30-1-1005 and 30-1-1006, Idaho Code, and was, therefore, adopted by the board of directors.
- ☐ None of the corporation's shares have been issued and was, therefore, adopted by the  
☐ incorporator ☐ board of directors.
- ☒ Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Idaho Code or by the Articles of Incorporation.

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Dated: 19 September 2010

Signed: [Signature]

Typed Name: Charlton Coats

Capacity: CEO

pl\form\articles of amendment\_ at business.pptd Revised 11/2004

Web Form

IDAHO SECRETARY OF STATE  
09/22/2010 05:00  
CK: 10268 CT: 246496 BH: 1239954  
1 @ 30.00 = 30.00 AMEND PROF # 2

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**Article IV Section 1 Classes and Shares Authorized.** The authorized capital stock of the corporation shall be 2,000,000,000 shares of Common Stock, \$.0001 par value and 100,000,000 shares of Preferred Stock, \$.001 par value. No stockholder shall have preemptive rights. The Board of Directors may increase or decrease the number of issued and outstanding shares of authorized capital stock with or without correspondingly decreasing the number of authorized shares of the same class or series.

**Article IV Section 2 Preferred Stock**

- A. Preferred Stock.** Shares of Preferred Stock may be divided into such series as may be established from time to time by the Board of Directors. The Board of Directors, from time to time, may fix and determine the designation and number of shares of any series and the relative rights and preferences of the shares of any series so established as to distinguish the shares thereof from the shares of all other series. The Board of Directors is also authorized, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any such series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of share of that series.
- B. Series A Non-Convertible Preferred Stock.** The powers, preferences and rights granted to the Series A Preferred Non-Convertible (as defined below) or the holders thereof are as follows:
1. **Designation and Rank.** The series of Preferred Stock shall be designated the "Series A Non-Convertible Preferred Stock" and shall consist of One Thousand (1,000) shares. The Series A Non-Convertible Preferred Stock shall be senior to the common stock and all other shares of Preferred Stock that may be later authorized.
  2. **Voting, Liquidation, Dividends, and Redemption.** Each outstanding share of Series A Non-Convertible Preferred Stock shall have two million (2,000,000) votes on all matters submitted to the stockholders of the Corporation and shall vote with the common stock on all matters. The Series A Non-Convertible Preferred Stock voting separately as a class shall have the right to elect future members to serve on the Corporation's board of directors. The shares of Series A Non-Convertible Preferred Stock shall

- (i) Not have a liquidation preference;
- (ii) Not accrue, earn or participate in any dividends; and
- (iii) Not be subject to redemption by the Corporation.

3. **Issuance.** The shares of Series A Non-Convertible Preferred Stock shall be issued evenly and held by five active members of the Board of Directors only. Upon resignation or termination of the position of a director, the shares of that director will be returned to the corporation for reissue to a new director.
4. The purpose of this series of Series A Non-Convertible Preferred Shares is to maintain control of the company by the active board of directors and prevent any attempts of a hostile take-over of control of the company.

**C. Series B Preferred Stock.** This class of preferred stock of the Corporation is senior to all common stock. Voting, Liquidation, Dividends, and Redemption.

**1. The shares of Series B Preferred Stock**

- (i) Shall be preferential over common stock in the event of liquidation of the Corporation.
- (ii) May accrue, earn or participate in any dividends.
- (iii) May be subject to redemption by the Corporation.
- (iv) Is convertible at a ratio of 1:10.
- (v) Shall have no voting rights.