

P25000006487

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

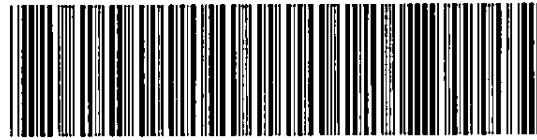
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2025 FEB 17 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2025 FEB 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 02/17/2025

****WALK IN****

ENTITY NAME VALR EXPERIENCE, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35.00

ACCOUNT #: I20160000072

S R M

Please call Tina at the above number for any issues or concerns. Thank you so much!

CERTIFICATE OF DESIGNATION OF
SERIES A PREFERRED STOCK, SETTING FORTH THE POWERS,
PREFERENCES, RIGHTS, QUALIFICATIONS, LIMITATIONS AND
RESTRICTIONS OF SUCH SERIES OF PREFERRED STOCK
OF
VALR EXPERIENCE, INC.

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2025 FEB 17 PM 12:43
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the Florida Business Corporation Act, VALR Experience, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY:

The Amended and Restated Articles of Incorporation of the Corporation (the "Charter") confers upon the Board of Directors of the Corporation (the "Board of Directors") the authority to provide for the issuance of shares of preferred stock in series and to establish the number of shares to be included in each such series and to fix the powers, designations, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. On February 4th, 2025, the Board of Directors duly adopted the following resolution creating a series of preferred stock designated as the Series A Preferred Stock (the "Series A Preferred Stock"), comprised initially of 1,000,000 shares and such resolution has not been modified and is in full force and effect on the date hereof:

RESOLVED that, pursuant to the authority vested in the Board of Directors in accordance with the provisions of the Charter, a series of the class of authorized preferred stock, par value \$0.0001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the powers, preferences and rights of the shares of such series, and the qualifications, limitations and restrictions thereof are as follows:

The Charter confers upon the Board of Directors of the Corporation (the "Board of Directors") the authority to provide for the issuance of shares of preferred stock in series and to establish the number of shares to be included in each such series and to fix or alter the designations, powers and preferences, and relative, participating, optional or other rights, if any, and qualifications, limitations or restrictions thereof. On February 4th, 2025, the Board of Directors duly adopted a resolution creating a series of preferred stock having the designation and number of shares and the powers, preferences and rights of the shares of such series, and the qualifications, limitations and restrictions thereof as set forth below:

Section 1. Designation and Number. Of such 10,000,000 shares of Preferred Stock authorized, 1,000,000 shares are designated as "Series A Preferred Stock".

Section 2. Dividends. The holders of the Series A Preferred Stock shall not be entitled to receive dividends paid on the common stock of the Corporation.

Section 3. Liquidation Preference. The holders of the Series A Preferred Stock shall not be entitled to any liquidation preference.

Section 4. Voting. The holders of the Series A Preferred Stock will have the shareholder voting rights as described in this Section 4 or as required by law. For so long as any shares of the Series A Preferred Stock remain issued and outstanding, the holders thereof shall have the right to vote in an amount equal to 1,000 (One Thousand) votes per share of Series A Preferred Stock. Except as otherwise required by law or the Articles of Incorporation, in respect of all matters concerning the voting of shares of capital stock of the Corporation, the common stock (and any other class or series of capital stock of the Corporation entitled to vote generally with the common stock) and the Series A Preferred Stock shall vote together as a single class with holders of Common Stock.

Section 5. Conversion Rights. The holders of the shares of Series A Preferred Stock shall not have any rights hereunder to convert such shares into, or exchange such shares for, shares of any other series or class of capital stock of the Corporation or of any other person.

Section 6. Redemption Rights. The shares of the Series A Preferred Stock shall be not be subject to redemption.

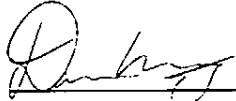
Section 7. Notices. Any notice required hereby to be given to the holders of shares of the Series A Preferred Stock shall be deemed if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, VALR Experience, Inc. has caused this Certificate of Designation to be duly executed in its corporate name on this 17th of February, 2025.

VALR EXPERIENCE, INC.

By:



Name: Daniel King
Title: Chief Executive Officer

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2025 FEB 17 PM 12:43

STATE OF FLORIDA
TALLAHASSEE, FLORIDA