#### FRANCISCO V. AGUILAR

Secretary of State

## GABRIEL DI CHIARA

Chief Deputy



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138

North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

02/06/2023

**Work Order Item Number:** W2023020302290-2681588

**Filing Number:** 20232935226

**Filing Type:** Articles of Conversion **Filing Date/Time:** 2/3/2023 12:10:00 PM

Filing Page(s):

**Indexed Entity Information:** 

Entity ID: E29351862023-9 Entity Name: LQR House Inc.

**Entity Status:** Pending Conversion **Expiration Date:** None

Commercial Registered Agent

VCORP SERVICES, LLC

701 S. CARSON STREET, SUITE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FRANCISCO V. AGUILAR Secretary of State

Page 1 of 1

DocuSign Envelope ID: CDAA7679-2A31-4636-ADD9-AB7F3002F580 FRANCISCO V. AGUILAR



Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708

Website: www.nvsos.gov www.nvsilverflume.gov

Filed in the Office of	Business Number
0 112	E29351862023-9
1-Htanlar	Filing Number
1 .1/1	20232935226
Secretary of State	Filed On
State Of Nevada	2/3/2023 12:10:00 PM
State Of Nevada	Number of Pages
I	7

ABOVE SPACE IS FOR OFFICE USE ONLY

## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 92A.205

In	Conversion	_ Exchange	Merger	
TYPE OR PRINT - USE DARK	INK ONLY - DO NOT HIGHLIGHT			
1. Entity Information:	Entity Name		-	

1. Entity Information:	Entity Name:		
(Constituent, Acquired or Merging)	LQR House Inc.		
	Jurisdiction: Delaware	Entity Type*: Corporation	
	If more than o	ne entity being acquired or merging please attach additional page.	
2. Entity Information:	Entity Name:		
(Resulting, Acquiring or Surviving)	LQR House Inc.		
	Jurisdiction: Nevada	Entity Type*: Corporation	
3. Plan of Conversion,	The entire plan of com	version, exchange or merger is attached to these articles.	
Exchange or Merger: (select one box)	of business of the resuregistered office of the the records office addrentity (NRS 92A.200).	d plan of conversion is on file at the registered office or principal place ilting entity. The entire plan of exchange or merger is on file at the acquiring corporation, limited-liability company or business trust, or at ess if a limited partnership, or other place of business of the acquiring d plan of conversion for the resulting domestic limited partnership is	
	on file at the records office required by NRS 88.330. (Conversion only)		
4. Approval: (If more than one entity being acquired or merging please attach additional approval page.)	A. Owner's approval Acquired/mer Acquiring/sur B. The plan was appr Acquired/mer Acquiring/sur C. Approval of plan of Non-profit Corporation directors of the corpo	viving coved by the required consent of the owners of: rging viving f exchange/merger for Nevada non-profit corporation (NRS 92A.160): ns only: The plan of exchange/merger has been approved by the ration and by each public officer or other person whose approval of required by the articles of incorporation of the domestic corporation.	
	Name of acquired/merging		
	Name of acquiring/surviving	entity	
i. Effective Date and lime: (Optional)	Date: (r	Time: must not be later than 90 days after the certificate is filed)	

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## Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

4. Approval	
Continued: (If more than one entity being acquired or merging please attach	Exchange/Merger:  Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)  A. Owner's approval was not required from the:  Acquired/merging  Acquiring/surviving
additional approval page.)	B. The plan was approved by the required consent of the owners of:  Acquired/merging  Acquiring/surviving
	C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
	Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.  Acquired/merging
	Acquiring/surviving
4. Approval Continued: (If more than one entity	Evchange/Morgon
Continued: (If more than one entity	Exchange/Merger:  Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)  A. Owner's approval was not required from the:
Continued: (If more than one entity being acquired or merging please attach	
Continued: (If more than one entity being acquired or merging please attach additional approval	Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)  A. Owner's approval was not required from the:  Acquired/merging
Continued: (If more than one entity being acquired or merging please attach additional approval	Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)  A. Owner's approval was not required from the:  Acquired/merging  Acquiring/surviving  B. The plan was approved by the required consent of the owners of:  Acquired/merging  Acquiring/surviving
Continued: (If more than one entity being acquired or merging please attach additional approval	Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)  A. Owner's approval was not required from the:  Acquired/merging  Acquiring/surviving  B. The plan was approved by the required consent of the owners of:  Acquired/merging  Acquiring/surviving  C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
Continued: (If more than one entity being acquired or	Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)  A. Owner's approval was not required from the:  Acquired/merging  Acquiring/surviving  B. The plan was approved by the required consent of the owners of:  Acquired/merging  Acquiring/surviving

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# Articles of Conversion/Exchange/Merger NRS 92A.200 and 91A.205

6.Forwarding Address for Service of Process: (Conversion and Mergers	Sean Dollinger Name Care of:	Unit	ed States		
only, if resulting/surviving entity is foreign)	2699 Stirling Road, Suite A-105 Address	Fort Lauderdale	FL 33312 State Zip/Postal Code		
7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200): (Merger only) **					
	** Amended and restated articles may be attache Please entitle them "Restated" or "Amended and articles prescribed by the secretary of state must Pursuant to NRS 92A.180 (merger of subsidiary) subsidiary), the articles of merger may not contain surviving entity except that the name of the surviving entity entit	Restated," accordingly. The for accompany the amended and/o nto parent - Nevada parent own amendments to the constituer	m to accompany restated or restated articles.		
8. Declaration: (Exchange and Merger only)	Exchange: The undersigned declares that a plan of (NRS 92A.200).	exchange has been adopted by	each constituent entity		
	Merger: (Select one box)				
	The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).				
	The undersigned declares that a plan of a entity (NRS 92A.180).	merger has been adopted by th	e parent domestic		
9. Signature Statement: (Required)	Conversion:  A plan of conversion has been adopted by the jurisdiction governing the constituent signatures - must be signed by:  1. If constituent entity is a Nevada entity: partners of each Nevada limited partners each Nevada limited-liability company with trustee of each Nevada business trust; as (a.k.a. general partnership governed by New 2. If constituent entity is a foreign entity: in provided by the law governing it.	entity.  an officer of each Nevada corporation  hip or limited-liability limited part  h managers or one member if the  managing partner of a Nevada lines chapter 87).	pration, all general thership, a manager of here are no managers, a limited-liability partnership		
	LQR House Inc.				
	Name of constituent entity				

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# Articles of Conversion/Exchange/Merger NRS 92A.200 and 91A.205

9. Signature	Exchange:			
Statement Continued: (Required)	Signatures - Must be signed by: An officer of each Nevada limited partnership; All ge limited partnership; A manager of each Nemember if there are no Managers; A truste	neral partners of each Neva evada limited-liability compa	ada limited-liability	
	Unless otherwise provided in the certificate trust, an exchange must be approved by all business trust that is a constituent entity in	e of trust or governing instru	ment of a business	
_ []	The articles of exchange must be signed by provided by the law governing it (NRS 92A to this page or as an attachment, as neede	.230). Additional signature t	intity in the manner blocks may be added	
	Merger: Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).  The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.			
0. Signature(s): Required)	Name of acquired/merging entity			
	x			
	Signature (Exchange/Merger)	Title	Date	
	If more than one entity being acquired or merging pl	ease attach additional page o	of Information and signatures	
	Name of acquiring/surviving entity			
V.	x	Title	9.37	
	Signature (Exchange/Merger)	, ride	Date	
	DocuSigned by:	CEO	04/00/0000	
	X Scan Pollinger	Title	01/26/2023 Date	
	Signature of Constituent Entity (Conversion)			
		emotion in ensea heleu	4.	
B	lease include any required or optional info		4.	

#### PLAN OF CONVERSION OF LQR HOUSE INC.

This Plan of Conversion (this "Plan of Conversion") is adopted as of January 26, 2023, to convert LQR House Inc., a Delaware corporation (the "Converting Entity"), to a Nevada corporation to be known as "LQR House Inc." (the "Converted Entity").

- 1. The Converted Entity shall be a corporation organized under the laws of the State of Nevada.
- 2. The Converting Entity is a corporation organized under the laws of the State of Delaware.
- The Converting Entity shall be converted to the Converted Entity (the "Conversion") pursuant to Section 92A.195 of the Nevada Revised Statutes and Section 266 of the General Corporation Law of the State of Delaware.
- At the Effective Time (as defined below), the name of the Converted Entity shall be LQR House Inc.
- 5. At the Effective Time of the Conversion, every six (6) outstanding shares of the Converting Entity's Common Stock, par value \$0.001 per share, shall, by virtue of the Conversion and without any action on the part of the holders thereof, be converted into one (1) share of Converted Entity's Common Stock, par value \$0.0001 per share. At and after the Effective Time, the Company shall take all actions necessary to effect this transaction with its Transfer Agent, VStock Transfer, LLC.
- 6. At the Effective Time of the Conversion, all outstanding and unexercised portions of each option, warrant and security exercisable or convertible by its terms into the Common Stock of the Converting Entity (including convertible promissory notes), if any, whether vested or unvested, which is outstanding immediately prior to the Effective Time (each, a "Convertible Security") shall be deemed to constitute an option, warrant or convertible security, as the case may be, to acquire one-sixth (1/6) number of shares of the Converted Entity's Common Stock as the holder of such Convertible Security would have been entitled to receive had such holder exercised or converted such Convertible Security in full immediately prior to the Effective Time (not taking into account whether such Convertible Security was in fact exercisable or convertible at such time), at the same exercise/conversion price per share, and shall, to the extent permitted by law and otherwise reasonably practicable, have the same term, exercisability, vesting schedule, status and all other material terms and conditions.
- 7. At the Effective Time of the Conversion, any shareholder that will receive a fraction of a share of LQR Nevada's Common Stock by virtue of the Conversion shall be issued such additional fraction of a share as is necessary to increase the fractional share to a full share.
- The Articles of Incorporation of the Converted Entity is attached hereto as Exhibit

  A.

- 9. The Bylaws of the Converted Entity is attached hereto as Exhibit B.
- 10. The officers of the Converting Entity shall, from time to time, as and when requested by the Converted Entity, execute and deliver all such further documents and instruments and take such other further actions necessary or desirable to carry out the intent and purposes of this Plan of Conversion.
- 11. This Plan of Conversion shall become effective upon filing of duly executed Articles of Conversion and Articles of Incorporation with the office of the Nevada Secretary of State (the "Effective Time").
- 12. This Plan of Conversion has been duly approved by the majority shareholder in the Converting Entity.

This Plan of Conversion has been adopted as of the date set forth above.

LQR House Inc.

By: Scan Pollinger

Name: Sean Dollinger

Title: Chief Executive Officer

#### EXHIBIT A

#### Form of Articles of Incorporation

(See Attached)

SECRETARY OF STATE



## DOMESTIC CORPORATION (78) CHARTER CONVERSION

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that **LQR House Inc.** did, on 02/03/2023, file in this office Articles of Conversion; that said documents are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said documents meet all the provisions required by the law of the State of Nevada.



Certificate Number: B202302063371118 You may verify this certificate online at <a href="http://www.nvsos.gov">http://www.nvsos.gov</a> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on .

FRANCISCO V. AGUILAR Secretary of State

#### FRANCISCO V. AGUILAR

Secretary of State

GABRIEL DI CHIARA Chief Deputy



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North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

02/06/2023

Work Order Item Number:

W2023020302290-2681586

**Filing Number:** 

20232935185

Filing Type:

Articles of Incorporation-For-Profit

Filing Date/Time:

2/3/2023 12:10:00 PM

Filing Page(s):

24

**Indexed Entity Information:** 

Entity ID: E29351862023-9

Entity Name: LQR House Inc.

Entity Status: Active

**Expiration Date:** None

Commercial Registered Agent

VCORP SERVICES, LLC

701 S. CARSON STREET, SUITE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document. indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FRANCISCO V. AGUILAR Secretary of State

Page 1 of 1

SECRETARY OF STATE



## **DOMESTIC CORPORATION (78) CHARTER**

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that **LQR House Inc.** did, on 02/03/2023, file in this office the original ARTICLES OF INCORPORATION-FOR-PROFIT that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



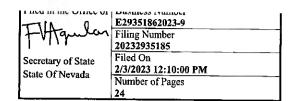
Certificate Number: B202302063371078 You may verify this certificate online at http://www.nysos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 02/06/2023.

FRANCISCO V. AGUILAR Secretary of State



DocuSign Envelope ID: 59CD6018-450A-4EEC-892A-41C08C07BA4F FRANCISCO V. AGUILAK Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708

Website: www.nvsos.gov



	www.nvsiiverflume.gov	A	BOVE SPACE IS F	OR OFFICE USE ON
	<b>Formation - Profit</b>	Corporati	<u>on</u>	
X NRS 78 - Articles of Inc	corporation Domestic Corporation NRS 80 - Fore	ign Corporation	NRS 89 - Articles Professional Corp	of Incorporation oration
	☐ 78A Formation - Close	<b>Corporation</b>		
	(Name of Close Corporation MUST app	ear in the below heading	g)	
Articles of Formation	n of	a clo	se corporation	on (NRS 78A)
YPE OR PRINT - USE DARK IN	IK ONLY - DO NOT HIGHLIGHT			
1. Name of Entity: (If foreign, name in home jurisdiction)	LQR House Inc.			
2. Registered Agent for Service	Agent:(name only below)	ncommercial Registered (name and address below)	Office or I	Position with Entity d address below)
of Process: (Check only one box)	Vcorp Services, LLC	-10		
	Name of Registered Agent OR Title of Office or Po	sition with Entity	K1	1_
	Street Address	City	Neva	
	Guest/Address	City	Neva	Zip Code
	Mailing Address (if different from street address)	City	INCVA	Zip Code
2a. Certificate of Acceptance of	I hereby accept appointment as Registered Age unable to sign the Articles of Incorporation, sub-	ent for the above named Ent	ity. If the register tered Agent Acc	red agent is
Appointment of Registered Agent:	x Mimi s	Sanik		02/03/23
	Authorized Signature of Registered Agent or On Beh	alf of Registered Agent Entity	Da	ate
B. Governing Board: NRS 78A, close corporation only, check one box; if yes, omplete article 4 below)	This corporation is a close corporation operating	g with a board of directors	Yes OR	No
1. Names and	1) Sean Dollinger		United St	ates
Addresses of the Board of Directors/	Name		Country	
rustees or	2699 Stirling Road, Suite A-105	Miami	FL	33312
Stockholders	Street Address	City	State	Zip/Postal Code
NRS 78: Board of Directors/ rustees is required.	2) Darren Collins		United St	ates
IRS 78a: Required if the Close corporation is governed by a	Name		Country	
oard of directors.	2699 Stirling Road, Suite A-105	Fort Lauderdale	FL	33312
IRS 89: Required to have the priginal stockholders and irectors. A certificate from the	Street Address	City	State	Zip/Postal Code
egulatory board must be ubmitted showing that each idividual is licensed at the time f filing. See instructions)	3) Name		Country	
	Street Address	City	State	Zip/Postal Code
5. Jurisdiction of Incorporation: (NRS 80 only)	5a. Jurisdiction of incorporation:		is entity is in good urisdiction of its in	



FRANCISCO V. AGUILAR Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708

Website: www.nvsos.gov www.nvsilverflume.gov

## <u>Formation -</u> <u>Profit Corporation</u>

Continued, Page 2

6. Benefit Corporation: (For NRS 78, NRS 78A, and NRS 89, optional, See instructions.)	By selecting "Yes" you are indicating that the corporation is organ benefit corporation pursuant to NRS Chapter 78B with a purpose general or specific public benefit. The purpose for which the bene created must be disclosed in the below purpose field.	e of creating a Yes
7. Purpose/Profession to be practiced: (Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation, See instructions.)	Any lawful act or activity	
8. Authorized Shares: (Number of shares corporation is authorized to issue)	Number of Authorized shares with Par value: 350000000  Number of Common shares with Par value: 300,000,000  Number of Preferred shares with Par value: 50,000,000  Number of shares with no par value:  If more than one class or series of stock is authorized, please attach the information of	Par value: \$ 0.0001000000 Par value: \$ 0.0001000000 Par value: \$ 0.0001000000
9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78, 78A, and 89. NRS 89 - Each Organizer/ Incorporator must be a licensed professional.  AN INITIAL	I declare, to the best of my knowledge under penalty of perjury, therein is correct and acknowledge that pursuant to NRS 239.330 knowingly offer any false or forged instrument for filing in the Off Sean Dollinger  Name  2699 Stirling Road, Suite A-105 Fort Lauderdale Address  Docusigned by: City	that the information contained 0, it is a category C felony to fice of the Secretary of State.  United States  Country  FL 33312  State Zip/Postal Code  (attach additional page if necessary)
	Please include any required or optional information in space be (attach additional page(s) if necessary)	
	ARTICLES OF INCORPORATION OF LQR HOUSE INC	
The Articles of Incorp the following addition	poration of LQR HOUSE INC. (the "Corporation") are hens to Article 3 and additional Articles 9-13.	ereby supplemented with
Continued on attache	ed.	

# ATTACHMENT TO ARTICLES OF INCORPORATION OF LQR HOUSE INC.

The Articles of Incorporation of LQR HOUSE INC. (the "Corporation") are hereby supplemented with the following additions to Article 3 and additional Articles 9-13.

#### **ARTICLE 3 - AUTHORIZED STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 300,000,000 shares of Common Stock, \$0.0001 par value per share, and 50,000,000 shares of Preferred Stock, \$0.0001 par value per share.

All Common Stock of the Corporation shall be of the same class and shall have the same rights and preferences. The Corporation shall have authority to issue the shares of Preferred Stock in one or more series with such rights, preferences and designations as determined by the Board of Directors of the Corporation. Authority is hereby expressly granted to the Board of Directors from time to time to issue Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Nevada Revised Statutes. Fully-paid stock of the Corporation shall not be liable to any further call or assessment.

#### **ARTICLE 9 - AMENDMENT OF BYLAWS**

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, except to the extent that the Bylaws otherwise provide.

#### ARTICLE 10 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, to the full extent permitted by the Nevada Revised Statutes as such statutes may be amended from time to time.

#### ARTICLE 11 - LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall be personally liable to the Corporation or any of its stockholders for damages for any breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) for the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article 11 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of officer of the Corporation for acts or omissions prior to such repeal or modification.

#### ARTICLE 12 - ACQUISITION OF CONTROLLING INTEREST

The Corporation elects not to be governed by the terms and provisions of Sections 78.378 through 78.3793, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 12 shall apply to or have any effect on any transaction involving acquisition of control by any person occurring prior to such amendment or repeal.

#### ARTICLE 13 - COMBINATIONS WITH INTERESTED STOCKHOLDERS

The Corporation elects not to be governed by the terms and provisions of Sections 78.411 through 78.444, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 13 shall apply to or have any effect on any transaction with an interested stockholder occurring prior to such amendment or repeal.

# ATTACHMENT TO ARTICLES OF INCORPORATION OF LQR HOUSE INC.

The Articles of Incorporation of LQR HOUSE INC. (the "Corporation") are hereby supplemented with the following additions to Article 3 and additional Articles 9-13.

#### **ARTICLE 3 - AUTHORIZED STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 300,000,000 shares of Common Stock, \$0.0001 par value per share, and 50,000,000 shares of Preferred Stock, \$0.0001 par value per share.

All Common Stock of the Corporation shall be of the same class and shall have the same rights and preferences. The Corporation shall have authority to issue the shares of Preferred Stock in one or more series with such rights, preferences and designations as determined by the Board of Directors of the Corporation. Authority is hereby expressly granted to the Board of Directors from time to time to issue Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Nevada Revised Statutes. Fully-paid stock of the Corporation shall not be liable to any further call or assessment.

#### ARTICLE 9 - AMENDMENT OF BYLAWS

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, except to the extent that the Bylaws otherwise provide.

#### ARTICLE 10 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, to the full extent permitted by the Nevada Revised Statutes as such statutes may be amended from time to time.

#### ARTICLE 11 - LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall be personally liable to the Corporation or any of its stockholders for damages for any breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) for the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article 11 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of officer of the Corporation for acts or omissions prior to such repeal or modification.

#### ARTICLE 12 - ACQUISITION OF CONTROLLING INTEREST

The Corporation elects not to be governed by the terms and provisions of Sections 78.378 through 78.3793, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 12 shall apply to or have any effect on any transaction involving acquisition of control by any person occurring prior to such amendment or repeal.

#### ARTICLE 13 - COMBINATIONS WITH INTERESTED STOCKHOLDERS

The Corporation elects not to be governed by the terms and provisions of Sections 78.411 through 78.444, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 13 shall apply to or have any effect on any transaction with an interested stockholder occurring prior to such amendment or repeal.

#### FRANCISCO V. AGUILAR

Secretary of State

## GABRIEL DI CHIARA

Chief Deputy



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138

North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

03/30/2023

**Work Order Item Number:** W2023033000573-2802368

**Filing Number:** 20233065543

Filing Type: Amendment After Issuance of Stock

**Filing Date/Time:** 3/29/2023 11:52:00 AM

Filing Page(s): 9

**Indexed Entity Information:** 

Entity ID: E29351862023-9 Entity Name: LQR House Inc.

Entity Status: Active Expiration Date: None

Commercial Registered Agent

VCORP SERVICES, LLC

701 S. CARSON STREET, SUITE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

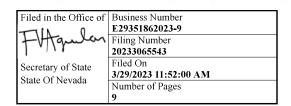
Respectfully,

FRANCISCO V. AGUILAR Secretary of State

Page 1 of 1



FRANCISCO V. AGUILAR Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov



## **Profit Corporation:**

Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State:				
	LQR House Inc.				
	Entity or Nevada Business Identification Number (NVID): E29351862023-9				
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1,2 3, 5 and 6)	Certificate to Accompany Restated Articles or Amended Restated Articles - No amendments; articles a officer of the corporation who has been author resolution of the board of directors adopted on The certificate correctly sets forth the text of the tothe date of the certificate.  Amended and Restated Articles  * Restated or Amended and Restated Articles must be included to the certificate.	are restated only and are signed by an orized to execute the certificate by on: the articles or certificate as amended			
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	Certificate of Amendment to Articles of Incorporation Issuance of Stock)  The undersigned declare that they constitute at le following:  (Check only one box) incorporators  The undersigned affirmatively declare that to the date of the corporation has been issued  Certificate of Amendment to Articles of Incorporation 78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the at least a majority of the voting power, or such greater to be required in the case of a vote by classes or series, of the articles of incorporation* have voted in favor of the	board of directors of this certificate, no stock  (Pursuant to NRS 78.385 and the corporation entitling them to exercise proportion of the voting power as may or as may be required by the provisions			
	Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in No  Jurisdiction of formation:  Changes to takes the following effect:  The entity name has been amended.  The purpose of the entity has been amended.  The authorized shares have been amended.  Other: (specify changes)  * Officer's Statement must be submitted with either a certified coof any document, amendatory or otherwise, relating to the origin	Dissolution  d. Merger Conversion  opy of or a certificate evidencing the filing			



FRANCISCO V. AGUILAR Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Profit Corporation:

# Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030

Date:		Time:	
	(must not be later than 90 c	days after the certificate is	s filed)
☐ The entity name ☐ The registered a registered agent ☐ The purpose of t ☐ The authorized s ☐ The directors, made in the line	has been amended. gent has been changed. he entity has been amend hares have been amend anagers or general partne e has been added. en added. en deleted.	ded. ed. ers have been amende	ed.
	(attach additional page	(s) if necessary)	
X Scan Pollinger	CH	nief Executive Office	cer, Director
The state of the s	thorized Signer	Title	
1	CI	nief Financial Office	er. Director
Signature of Officer or Authorized Signer  *If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting			
articles of Incorporation	of LQR House Inc. f	iled January 26, 20	
	Changes to takes the follow  The entity name The registered agent; The purpose of	Changes to takes the following effect:  The entity name has been amended. The registered agent has been changed. registered agent) The purpose of the entity has been amended. The authorized shares have been amended. The directors, managers or general partner. IRS tax language has been added. Articles have been added. Articles have been deleted. Other. The articles have been amended as follow.  Changes to takes the following the purpose of the entity has been amended.  Articles have been added. Articles have been added.  Changes of the entity has been amended.  Articles have been added.  Articles have been added.  Changes of the entity has been amended.  Articles have been added.  Articles have been added.  Changes of the entity has been amended.  Articles have been added.  Articles have been added.  Changes of the entity has been amended.  Articles have been added.  Articles have been added.  Changes of the entity has been amended.  (attach additional page  Changes of the entity has been amended.  (attach additional page and the entity has been amended.  Changes of the entity has been amended.  (attach additional page and the entity has been amended.  Changes of the entity has been amended.  (attach additional page and the entity has been amended.  Changes of the entity has been amended.  (attach additional page and the entity has been amended.  Changes of the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been added.  (attach additional page and the entity has been amended.  (attach additional page and the entity has been amended.  (	(must not be later than 90 days after the certificate in Changes to takes the following effect:  The entity name has been amended. The registered agent has been changed. (attach Certificate of A registered agent) The purpose of the entity has been amended. The authorized shares have been amended. The directors, managers or general partners have been amended. RS tax language has been added. Articles have been added. Articles have been added. Articles have been deleted. Other. The articles have been amended as follows: (provide article numbers of signature of Officer or Authorized Signer  Title  Chief Executive Office Signature of Officer or Authorized Signer  Title  Chief Financial Officer Title  Tay proposed amendment would alter or change any preference or any relative any class or series of outstanding shares, then the amendment must be approved the affirmative vote otherwise required, of the holders of shares representing a ma of each class or series affected by the amendment regardless to limitations or res

#### **ATTACHMENT**

#### AMENDMENT TO

#### ARTICLES OF INCORPORATION

OF

#### LOR HOUSE INC.

Articles 3 and 9 of Articles of Incorporation of LQR House Inc. filed January 26, 2023, are hereby restored to their original form, and the Attachment thereto is replaced in its entirety by this Attachment.

Articles 8 and 10-13 of the Articles of Incorporation of LQR House Inc. (the "Corporation") are hereby amended, restated, superseded, and replaced in their entirety by the following and Article 14 is hereby added. Articles

#### ARTICLE 8 – AUTHORIZED SHARES

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 350,000,000, consisting of (i) 300,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), of which, 20,000,000 shares shall be designated "Class A Common Stock," \$0.0001 par value per share, and 280,000,000 shares shall be designated as "Class B Common Stock," \$0.0001 par value per share; and (ii) 50,000,000 shares of Preferred Stock, \$0.0001 par value per share ("Preferred Stock").

The Corporation shall have authority to issue the shares of Preferred Stock in one or more series with such rights, preferences and designations as determined by the Board of Directors of the Corporation. Authority is hereby expressly granted to the Board of Directors from time to time to issue Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Nevada Revised Statutes. Fully-paid stock of the Corporation shall not be liable to any further call or assessment.

The following is a statement of the designations and the rights, powers and preferences, and the qualifications, limitations, or restrictions thereof, in respect of each class of capital stock of the Corporation.

1. <u>Definitions.</u> As used in this Article 8, the following terms have the meanings set

- 1.1 "Class A Common Stock Automatic Conversion Event" shall mean an event wherein one or more shares of Class A Common Stock automatically convert into one or more shares of Class B Common Stock pursuant to Section 4.2 of this Article 8.
- 1.2 "Immediate Family" means as to any natural person, such person's spouse or Spousal Equivalent, the lineal descendant or antecedent, brother, sister, nephew or niece, of such person or such person's spouse or Spousal Equivalent, or the spouse or Spousal Equivalent of any lineal descendant or antecedent, brother, sister, nephew or niece of such person, or his or her spouse or Spousal Equivalent, whether or not any of the above are adopted.
- and the related party are registered as "domestic partners" or the equivalent thereof under the laws of their state of residence or any other law having similar effect or provided the following circumstances are true: (a) irrespective of whether or not the relevant person and the Spousal Equivalent are the same sex, they are the sole spousal equivalent of the other for the last twelve (12) months, (b) they intend to remain so indefinitely, (c) neither are married to anyone else, (d) both are at least eighteen (18) years of age and mentally competent to consent to contract, (e) they are not related by blood to a degree of closeness that which would prohibit legal marriage in the state in which they legally reside, (f) they are jointly responsible for each other's common welfare and financial obligations, and (g) they reside together in the same residence for the last twelve (12) months and intend to do so indefinitely.
- 1.4 "Transfer" of a share of Class A Common Stock (collectively, "Transferred Stock") shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A Transfer shall also include, without limitation, a transfer of a share of Transferred Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, Voting Control over a share of Transferred Stock by proxy or otherwise; provided, however, that the following shall not be considered a Transfer within the meaning of this Section 1.4 of Article 8:
- 1.4.1 the granting of a proxy to officers or directors of the Corporation at the request or approval of the Board of Directors of the Corporation (the "Board") in connection with actions to be taken at an annual or special meeting of stockholders or by written consent of stockholders;
- 1.4.2 the transfer of one or more shares of Transferred Stock by (i) gift or pursuant to a domestic relations order from a holder of Transferred Stock to such holder's Immediate Family or (ii) to a trust or trusts for the exclusive benefit of such holder or his Immediate Family for no consideration;
- 1.4.3 the transfer of one or more shares of Transferred Stock effected pursuant to the holder's will or the laws of intestate succession;
- 1.4.4 as to any holder that is a trust established for the exclusive benefit of a prior holder of such shares of Transferred Stock or such prior holder's Immediate Family, the

transfer of one or more shares of Transferred Stock to the prior holder or such prior holder's Immediate Family for no consideration;

- 1.4.5 the granting of a repurchase right to the Corporation pursuant to an agreement wherein the Corporation has the right or option to purchase or to repurchase shares of Transferred Stock; *provided*, *however*, that the Corporation's purchase or repurchase of such shares of Transferred Stock pursuant to the exercise of such right or option shall constitute a Transfer; or
- 1.4.6 upon the request of the transferor, any transfer approved by a majority of the disinterested members of the Board, even though the disinterested directors be less than a quorum, or if there are not any disinterested members on the Board, the entire Board.
- 1.5 "Voting Control" with respect to a share of Class A Common Stock shall mean the power (whether exclusive or shared) to vote or direct the voting of such share of Class A Common Stock by proxy, voting agreement or otherwise.

#### 2. General; Treatment Outstanding Common Stock.

- (i) General. Except as expressly provided in this Article 8, Class A Common Stock and Class B Common Stock shall have the same rights and preferences and rank equally, share ratably and be identical in all respects as to all matters.
- (ii) <u>Treatment of Outstanding Common Stock</u>. All 9,200,434 shares of Common Stock that are outstanding on the date of the filing of this Amendment to the Articles of Incorporation shall automatically become and be converted into shares of Class B Common Stock of the Corporation upon the filing of this Amendment to the Articles of Incorporation.
- (iii) <u>Treatment of Common Stock Reserved Under an Equity Incentive Plan.</u> All shares of Common Stock reserved for issuance under the LQR House Inc. 2021 Stock Option and Incentive Plan (the "Plan") shall become shares of Class B Common Stock.

#### 3. Voting.

- 3.1 <u>Class A Common.</u> Each holder of shares of Class A Common Stock shall be entitled to twenty (20) votes for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.
- 3.2 <u>Class B Common.</u> Each holder of shares of Class B Common Stock shall be entitled to one (1) vote for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.
- 3.3 <u>Class Voting</u>. Except as otherwise provided herein or by applicable law, the holder of shares of Class A Common Stock and Class B Common Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Corporation.

- 3.4 <u>Increases or Decreases in Authorized Common Stock.</u> The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote and without a separate class vote of the holders of each class of the Common Stock.
- 4. <u>Conversion Rights.</u> The holders of the Class A Common Stock shall have conversion rights as follows:
- 4.1 <u>Right to Convert</u>. Each share of Class A Common Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, and without the payment of additional consideration by the holder thereof, into one (1) fully paid and nonassessable share of Class B Common Stock.
- 4.2 <u>Automatic Conversion</u>. Each share of Class A Common Stock shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class B Common Stock upon a Transfer of such share; <u>provided</u>, <u>however</u>, that if a holder of Class A Common Stock Transfers any shares of Class A Common Stock to another holder of Class A Common Stock, then such Transfer will not constitute a Class A Common Stock Automatic Conversion Event.

#### 4.3 Mechanics of Conversion.

4.3.1 Surrender of Certificates. Before any holder of Class A Common Stock shall be entitled to convert shares of Class A Common Stock into shares of Class B Common Stock, the holder shall either (1) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Common Stock or (2) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Class B Common Stock are to be issued; provided, however, that on the date of a Class A Common Stock Automatic Conversion Event, the outstanding shares of Class A Common Stock subject to such Class A Common Stock Automatic Conversion Event shall be converted automatically without any further action by the holder of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Class B Common Stock issuable upon such Class A Common Stock Automatic Conversion Event unless either the certificates evidencing such shares of Class A Common Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Shares of Class A Common Stock that are converted into shares of Class B Common Stock as provided herein shall be cancelled and may not be reissued.

- 4.3.2 <u>Conversion Date</u>. In the event that a holder of Class A Common Stock elects to convert such shares pursuant to Section 4.1 of this Article 8 above, the conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Class A Common Stock to be converted. In the event of a Class A Common Stock Automatic Conversion Event, such conversion shall be deemed to have been made at the time that the Transfer of such shares occurred.
- 4.3.3 Status as Stockholder. On the date of a conversion pursuant to this Section 4 of this Article 8, all rights of the holder of the shares of Class A Common Stock shall cease and the holder or holders in whose name the certificate or certificates representing the shares of Class B Common Stock are to be issued shall be treated for all purposes as having become the record holder of such shares of Class B Common Stock, notwithstanding that the certificates representing such shares of Class A Common Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Class A Common Stock, or that the certificates evidencing such shares of Class B Common Stock shall not then be actually delivered to such holder.
- 4.3.4 <u>Delivery of Stock Certificates</u>. In the event of a conversion pursuant to this Section 4 of Article 8, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Class A Common Stock, or to the nominee of such holder, a certificate for the number of shares of Class B Common Stock to which such holder shall he entitled.
- 4.4 Administration. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of Class A Common Stock to Class B Common Stock and the general administration of this dual class Common Stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class A Common Stock furnish affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class A Common Stock and to confirm that a conversion to Class B Common Stock has not occurred, *provided*, *however*, that such policies and procedures shall not inhibit the ability of a holder to convert such shares of Class A Common Stock to Class B Common Stock. A determination by the Secretary of the Corporation that a Transfer results in a conversion to Class B Common Stock shall be conclusive.
- 4.5 Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock, solely for the purpose of effecting the conversion of the shares of the Class A Common Stock, such number of its shares of Class B Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of such Class A Common Stock; and if at any time the number of authorized but unissued shares of Class B Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of such Class A Common Stock, in addition to such other remedies as shall be available to the holder of such Class A Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class B Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this certificate of incorporation.

- 4.6 <u>Notices</u>. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Common Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.
- 4.7 <u>Status of Converted Stock.</u> In the event any shares of Class A Common Stock shall be converted pursuant to this Section 4 of Article 8, the shares of Class A Common Stock so converted shall be cancelled and shall not be issuable by the Corporation.

#### ARTICLE 10 - AMENDMENT OF BYLAWS

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, except to the extent that the Bylaws otherwise provide.

#### ARTICLE 11 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, to the full extent permitted by the Nevada Revised Statutes as such statutes may be amended from time to time.

#### ARTICLE 12 - LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall be personally liable to the Corporation or any of its stockholders for damages for any breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) for the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article 12 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of officer of the Corporation for acts or omissions prior to such repeal or modification.

#### ARTICLE 13 - ACQUISITION OF CONTROLLING INTEREST

The Corporation elects not to be governed by the terms and provisions of Sections 78.378 through 78.3793, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 13 shall apply to or have any effect on any transaction involving acquisition of control by any person occurring prior to such amendment or repeal.

#### ARTICLE 14 - COMBINATIONS WITH INTERESTED STOCKHOLDERS

The Corporation elects not to be governed by the terms and provisions of Sections 78.411 through 78.444, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any provision of this Article 14 shall apply to or have any effect on any transaction with an interested stockholder occurring prior to such amendment or repeal.

#### FRANCISCO V. AGUILAR

Secretary of State

## GABRIEL DI CHIARA

Chief Deputy



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138

North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

04/11/2023

**Work Order Item Number:** W2023041100762-2833685

**Filing Number:** 20233118139

Filing Type: Certificate of Correction
Filing Date/Time: 4/11/2023 10:08:00 AM

Filing Page(s):

**Indexed Entity Information:** 

Entity ID: E29351862023-9 Entity Name: LQR House Inc.

Entity Status: Active Expiration Date: None

Commercial Registered Agent

VCORP SERVICES, LLC

701 S. CARSON STREET, SUITE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

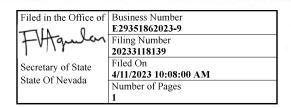
Respectfully,

FRANCISCO V. AGUILAR Secretary of State

Page 1 of 1



FRANCISCO V. AGUILAR Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov



## **Certificate of Correction**

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A

(Only one document may be corrected per certificate.)

#### TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

#### INSTRUCTIONS:

- Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
- 2. Name of document with inaccuracy or defect.
- 3. Filing date of document with inaccuracy or defect.
- 4. Brief description of inaccuracy or defect.
- 5. Correction of inaccuracy or defect.
- 6. Must be signed by Authorized Signer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State:		
	LQR House Inc.		
	Entity or Nevada Business Identification Number (NVID)	E29351862023-9	
2. Document:	Name of document with inaccuracy or defect:		
	Certificate of Amendment		
3. Filing Date:	Filing date of document which correction is being made:	03/29/23	
4. Description:	The additional information section of the Certificate introductory paragraph of the Attachment incorrect Incorporation were filed January 26, 2023. There is the end of the second introductory paragraph of the	ly states that the Articles of salso an extra word, "Articles" at	
5. Correction:	Correction of inaccuracy or defect:  The date referenced in the additional information section of the Certificate of Amendment, and the first introductory paragraph of the Attachment, is replaced with "February 3, 2023". The word "Articles" after the second introductory paragraph of the Attachment is deleted.		
6. Signature: (Required)	X Scan Pollinger Signature	April 10, 2023	

#### FRANCISCO V. AGUILAR

Secretary of State

### GABRIEL DI CHIARA

Chief Deputy



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138

North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

06/05/2023

**Work Order Item Number:** W2023060500768-2951959

**Filing Number:** 20233245739

Filing Type: Amendment After Issuance of Stock

**Filing Date/Time:** 6/5/2023 10:37:00 AM

Filing Page(s): 3

**Indexed Entity Information:** 

Entity ID: E29351862023-9 Entity Name: LQR House Inc.

Entity Status: Active Expiration Date: None

Commercial Registered Agent

VCORP SERVICES, LLC

701 S. CARSON STREET, SUITE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FRANCISCO V. AGUILAR Secretary of State

Page 1 of 1



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Filed in the Office of Business Number E29351862023-9 Filing Number **20233245739** Filed On 6/5/2023 10:37:00 AM Secretary of State State Of Nevada Number of Pages

### **Profit Corporation:**

Certificate of Amendment (PURSUANT TO NRS 78,380 & 78,385/78,390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403) Officer's Statement (PURSUANT TO NRS 80.030)

1. Entity information:	Name of entity as on file with the Nevada Secretary of State:  LQR House Inc.			
	Entity or Nevada Business Identification Number (NVID):	E29351862023-9		
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1,2 3, 5 and 6)	Certificate to Accompany Restated Articles or Amended and Restated Articles Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.  Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.			
3. Type of Amendment Filing Being Completed:	suant to NRS 78.380 - Before wo-thirds of the			
(Select only one box) (If amending, complete section 1, 3, 5 and 6.)	following:  (Check only one box) incorporators  The undersigned affirmatively declare that to the date of this of the corporation has been issued  Certificate of Amendment to Articles of Incorporation (Purs			
	78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the co at least a majority of the voting power, or such greater propose be required in the case of a vote by classes or series, or as of the articles of incorporation* have voted in favor of the arm	rporation entitling them to exercise ortion of the voting power as may may be required by the provisions		
	Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevad	a:		
	Jurisdiction of formation:			
	Changes to takes the following effect:  The entity name has been amended.	Dissolution		
	The purpose of the entity has been amended.	Merger		
	The authorized shares have been amended.  Other: (specify changes)	Conversion		
	* Officer's Statement must be submitted with either a certified copy of any document, amendatory or otherwise, relating to the original art creation.			



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## **Profit Corporation:**

Certificate of Amendment (PURSUANT TO NRS 78,380 & 78,385/78,390)
Certificate to Accompany Restated Articles or Amended and

Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and	Date:		Time:	
Time: (Optional)	(must not be later than 90 days after the certificate is filed)			
5. Information Being Changed: (Domestic corporations only)	Changes to takes the	following effect:		
	The entity name has been amended.			
	The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)			
	The purpose of the entity has been amended.			
	× The authorized shares have been amended.			
	The directors, managers or general partners have been amended.			
	IRS tax language has been added.			
	Articles have been added.			
	_ Articles have been deleted.			
	Other.			
	The articles have been amended as follows: (provide article numbers, if available)			
	Article 8 - see attachment			
	(attach additional page(s) if necessary)			
6. Signature:	x Sean Dollinge	r	Chief Executive Officer	
(Required)	781400561994439	or Authorized Signer	Title	
	x kumar abhishek		Chief Financial Officer	
		r or Authorized Signer	Title	
	*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.			
		equired or optional inform ach additional page(s) if neces		
		Total Colonia Colo		

see attachment

#### **ATTACHMENT**

#### AMENDMENT TO

#### ARTICLES OF INCORPORATION

OF

#### LQR HOUSE INC.

Article 8 of the Articles of Incorporation of LQR House Inc. (the "Corporation") is hereby amended, restated, superseded and replaced in its entirety by the following:

Article 8 - Authorized Shares

The total number of shares of stock which the Corporation shall have authority to issue is 350,000,000 shares, \$0.0001 par value per share, all of which shares are designated as common stock ("Common Stock").

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28-Nov-2023 11:36

Kennedy McCann

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Filed in the Office of

Filed in the Office of

Business Number

E29351862023-9

Filing Number

20233657065

Filed On

11/28/2023 8:35:00 AM

Number of Pages

1



FRANCISCO V. AGUILAR Secretary of State 401 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

## Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

#### **INSTRUCTIONS:**

- 1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
- 2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
- 3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
- **4.** Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
- 5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
- 6. NRS required statement.
- **7.** This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
- 8. Must be signed by an Officer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State:			
	LQR HOUSE INC.  Entity or Nevada Business Identification Number (NVID): NV20232691921			
2. Current Authorized Shares:				
3. Authorized Shares After Change:	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 5,833,334			
4. Issuance:	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:  The change is a 1:60 reverse stock split of the Common Stock. One (1) share of Common Stock will be issued in exchange for every sixty (60) issued and outstanding shares.			
5. Provisions:	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:  All fractional shares of Common Stock will be rounded up to the nearest whole share.			
6. Provisions:	The required approval of the stockholders has been obtained.			
7. Effective date and time: (Optional)	Date: 11/30/2023 Time: 12:01 a.m.  (must not be later than 90 days after the certificate is filed)			
8. Signature: (Required)	X Scan Pollinger CEO 11-28-2023 Signature of Officer Title Date			
	Date			

08:22:03 a.m. 02-14-2024 1 6468441520

14-Feb-2024 11:22

Kennedy McCann

DocuSign Envelope ID: 11E87815-F4BA-4EF4-BB02-52FF22BCF5A3



FRANCISCO V. AGUILAR Secretary of State 401 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708

Website: www.nvsos.gov

Filed in the Office of	Business Number
- 11A 0	E29351862023-9
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1 .1/1	20243820539
Secretary of State	Filed On
State Of Nevada	2/13/2024 8:22:00 AM
State Of Nevada	Number of Pages
	3

## **Profit Corporation:**

Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE D	ARK INK ONLY - DO NOT HIGHLIGHT			
1. Entity information:	Name of entity as on file with the Nevada Secretary of State:			
	LQR HOUSE INC.			
	Entity or Nevada Business Identification Number (NVID): NV20232691921			
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1,2 3, 5 and 6)	Certificate to Accompany Restated Articles or Amended and Restated Articles  Restated Articles - No amendments; articles are restated only and are signed by ar officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:  The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.  Amended and Restated Articles  * Restated or Amended and Restated Articles must be included with this filing type.			
3. Type of Amendment Filing Being Completed: (Select only one box)	Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)  The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) incorporators board of directors			
(If amending, complete section 1, 3, 5 and 6.)	The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued			
	Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:  67.78%  Or No action by stockholders is required, name change only.			
	Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada:  Jurisdiction of formation:  Changes to takes the following effect:  The entity name has been amended.  The purpose of the entity has been amended.  The authorized shares have been amended.  Other: (specify changes)			
*	* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.			

Kennedy McCann

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FRANCISCO V. AGUILAR Secretary of State 401 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

**Profit Corporation:** 

Certificate of Amendment (PURSUANT TO NRS 78,380 & 78,385/78,390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and	Date:	Time:				
Time: (Optional)	(must not be later th	han 90 days after the certificate is filed)				
5. Information Being	Changes to takes the following effect:					
Changed: (Domestic corporations only)	The entity name has been amended.					
oorporations origy)	The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)					
	The purpose of the entity has been amended.  The authorized shares have been amended.					
		The directors, managers or general partners have been amended.				
	IRS tax language has been added.					
Articles have been added.						
	Articles have been deleted.					
	Other.					
	The articles have been amended as follows: (provide article numbers, if available)					
	Article 8 - see attachment					
	Cattach additional page(s) if necessary)					
<b>6. Signature:</b> (Required)	x Sean Pollinger	CHIEF EXECUTIVE OFFICER				
	Signature of Officer or Authorized Signer	Title				
	X teumar abhishet	CHIEF FINANCIAL OFFICER				
	Sign প্রিটিণ্ড প্রদির্ভাগিও or Authorized Signer	Title				
	*If any proposed amendment would alter or change any preference or any relative or other rany class or series of outstanding shares, then the amendment must be approved by the vous the affirmative vote otherwise required, of the holders of shares representing a majority of the of each class or series affected by the amendment regardless to limitations or restrictions or power thereof.					
	Please include any required or optional inf	ormation in space below:				
	(attach additional page(s) if ne	ecessary)				
See attachment.						

14-Feb-2024 11:23

Kennedy McCann

DocuSign Envelope ID: 11E87815-F4BA-4EF4-BB02-52FF22BCF5A3

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#### ARTICLES OF INCORPORATION

**OF** 

#### LQR HOUSE INC.

Article 8 of the Articles of Incorporation of LQR House Inc. (the "Corporation") is hereby amended, restated, superseded and replaced in its entirety by the following:

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#### NEVADA STATE BUSINESS LICENSE

#### LQR House Inc.

Nevada Business Identification # NV20232691921 Expiration Date: 02/29/2024

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.

TO THE STATE OF TH

Certificate Number: B202402144352067

You may verify this certificate online at http://www.nvsos.gov

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 02/14/2024.

FRANCISCO V. AGUILAR Secretary of State

#### FRANCISCO V. AGUILAR

Secretary of State

#### DEPUTY BAKKEDAHL

Deputy Secretary for Commercial Recordings



Commercial Recordings Division 401 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138

North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

02/14/2024

**Work Order Item Number:** W2024021400697-3464529

**Filing Number:** 20243820539

Filing Type: Amendment After Issuance of Stock

**Filing Date/Time:** 2/13/2024 8:22:00 AM

Filing Page(s): 3

**Indexed Entity Information:** 

Entity ID: E29351862023-9 Entity Name: LQR House Inc.

Entity Status: Active Expiration Date: None

Commercial Registered Agent

VCORP SERVICES, LLC

701 S. CARSON STREET, SUITE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FRANCISCO V. AGUILAR Secretary of State

Page 1 of 1