




\*090203\*



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-6708  
 Website: [www.nvssos.gov](http://www.nvssos.gov)

## Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

|   |  |
|---|--|
| Filed in the office of<br><br>Ross Miller<br>Secretary of State<br>State of Nevada | Document Number<br><b>20140356205-18</b><br>Filing Date and Time<br><b>05/15/2014 8:28 AM</b><br>Entity Number<br><b>E0868222007-5</b> |
|---|--|

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
**(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**

1. Name of corporation:

XUN ENERGY, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE 3 of the Certificate of Incorporation is hereby amended as follows:

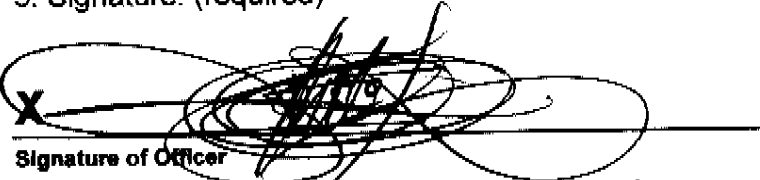
The aggregate number of shares of common stock that the Corporation will have authority to issue is Fifteen Billion, (15,000,000,000) par value \$0.0001 par value ("Common Shares") and Fifty Million (50,000,000) shares will be preferred stock, with a par value of \$0.0001 per share ("Preferred Stock").

The Preferred Stock may be divided into and issued in series. The Board of Directors of the Corporation is authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall

3. 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: 57.145%

4. Effective date and time of filing: (optional)      Date:    MAY 14, 2014      Time:    10:00 AM EST  
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)

  
 X \_\_\_\_\_  
 Signature of Officer

\*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.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Amend Profit-After  
 Revised: 11-27-13

**CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
XUN ENERGY, INC.**

**ARTICLE 3 of the Certificate of Incorporation is hereby amended as follows:**

The aggregate number of shares of common stock that the Corporation will have authority to issue is Fifteen Billion, (15,000,000,000) par value \$0.0001 par value ("Common Shares") and Fifty Million (50,000,000) shares will be preferred stock, with a par value of \$0.0001 per share ("Preferred Stock").

The Preferred Stock may be divided into and issued in series. The Board of Directors of the Corporation is authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation is authorized, within any limitations prescribed by law and this Article, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of Preferred Stock including but not limited to the following.

The rate of dividend, the time of payment of dividends, whether dividends are cumulative, and the date from which any dividends shall accrue;

- (a) Whether shares may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;
- (b) The amount payable upon shares in the event of voluntary or involuntary liquidation;
- (c) Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- (d) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- (e) Voting powers, if any, provided that if any of the Preferred Stock or series thereof shall have voting rights, such Preferred Stock or series shall vote only on a share for share basis with the Common Stock on any matter, including but not limited to the election of directors, for which such Preferred Stock or series has such rights; and
- (f) Subject to the foregoing, such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares or such series as the Board of Directors of the Corporation may, at the time so acting, lawfully fix and determine under the laws of the State of Nevada.

The Corporation shall not declare, pay or set apart for payment any dividend or other distribution (unless payable solely in shares of Common Stock or other class of stock junior to the Preferred Stock as to dividends or upon liquidation) in respect of Common Stock, or other class of stock junior to the Preferred Stock, nor shall it redeem, purchase or otherwise acquire for consideration shares of any of the foregoing, unless dividends, if any, payable to holders of Preferred Stock for the current period (and in the case of cumulative dividends, if any, payable to holders of Preferred Stock for the current period and in the case of cumulative dividends, if any, for all past periods) have been paid, are being paid or have been set aside for payment, in accordance with the terms of the Preferred Stock, as fixed by the Board of Directors.

In the event of the liquidation of the Corporation, holders of Preferred Stock shall be entitled to receive, before any payment or distribution on the Common Stock or any other class of stock junior to the Preferred Stock upon liquidation, a distribution per share in the amount of the liquidation preference, if any, fixed or determined in accordance with the terms of such Preferred Stock plus, if so provided in

such terms, an amount per share equal to accumulated and unpaid dividends in respect of such Preferred Stock (whether or not earned or declared) to the date of such distribution. Neither the sale, lease or exchange of all or substantially all of the property and assets of the Corporation, nor any consolidation or merger of the Corporation, shall be deemed to be liquidation for the purposes of this Article.

The foregoing Certificate of Amendment to the Certificate of Incorporation was authorized by the Company's Board of Directors on May 14, 2014 and approved by the written consent of the holders of a majority of the Company's shareholders owning a majority of the outstanding issued and outstanding voting shares on a fully diluted basis.

The number of votes cast in favor of the amendment was sufficient for approval.

This Certificate of amendment is dated the 14th day of May, 2014

**/s/ Jerry G. Mikolajczyk**  
**President and CEO**