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140105



BARBARA K. CEGAVSKE
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Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20160158866-43 Filing Date and Time 04/07/2016 11:00 AM Entity Number E0094552016-9
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

X Rail EnterprisesInc.

Name of merging entity

Wyoming

Jurisdiction

Corporation

Entity type *

X Rail EnterprisesInc

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

X Rail EnterprisesInc

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15



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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

- 3) Choose one:

- ☐ 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 merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- ☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2



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(b) The plan was approved by the required consent of the owners of *:

X Rail Enterprises, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

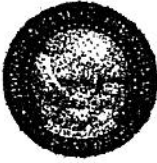
Name of merging entity, if applicable

and, or:

X Rail Enterprises, Inc.

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of 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.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised 1/1/16



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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

☐ (a) The entire plan of merger is attached;

or,

☒ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: April 4, 2016 Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.



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- 8) 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)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

X Rail Enterprises, Inc.
Name of merging entity

X
Signature

CFO Director
Title

04/04/2016
Date

X Rail Enterprises, Inc.
Name of merging entity

X
Signature

CFO Director
Title

04/04/2016
Date

Name of merging entity

X
Signature

Title

Date

Name of merging entity

X
Signature

Title

Date

and,

X Rail Enterprises, Inc.
Name of surviving entity

X
Signature

CFO Director
Title

04/04/2016
Date

* 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.

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 92A Merger Page 6
Revised: 1-5-15

ARTICLE VII., SECTION 12.

CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES B PREFERRED STOCK

12.1. DESIGNATION AND NUMBER OF SHARES. 1,000,000 shares of Series A Preferred Stock, par value \$0.00001 per share (the "Preferred Stock"), are authorized pursuant to Article IV of the Corporation's Amended Certificate of Incorporation (the "Series A Preferred Stock").

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

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

12.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series A Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.00001 per share (the "Common Stock") equal to the price of the Series A Preferred Stock as stated in the Bylaws, the Series A Preferred shares will be converted on a one for one base for common stock of the company, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate")., each share of Series A Preferred Stock would be convertible into 1 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the

Series A Preferred Stock of the holder's intention to convert the shares of Series A Stock, together with the holder's stock certificate or certificates evidencing the Series A Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series A Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series A Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

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

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

(d) Shares of Series A Preferred Stock are dilutive to reverse splits

12.5 VOTING RIGHTS. Each share of Series A Preferred Stock shall have no votes for any election or other vote placed before the shareholders of the Company.

12.6 PRICE.

(a) The initial price of each share of Series A Preferred Stock shall be \$2.50.

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

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

THIRD: That said Certificate of Designations was duly adopted in accordance with the provisions of the Nevada Revised Statutes.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 25th Day of February, 2016.

By: Wayne Bailey , CFO and Director

**Adopted this 25 day of February, 2016
by all the Directors of the corporation.**



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180304

Registered Agent Acceptance

(PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent,
 Noncommercial Registered Agent or Represented Entity. For more
 information please visit <http://www.nvsos.gov/index.aspx?page=141>

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Certificate of Acceptance of Appointment by Registered Agent

X Rail Enterprises Inc

In the matter of

Name of Represented Business Entity

I, Joseph A. Cosio-Barron

am a:

Name of Appointed Registered Agent OR Represented Entity Serving as Own Agent*

(complete only one)

- a) commercial registered agent listed with the Nevada Secretary of State.
- b) noncommercial registered agent with the following address for service of process:

Street Address City Nevada Zip Code

Mailing Address (if different from street address) City Nevada Zip Code

- c) ☒ represented entity accepting own service of process at the following address:

President

Title of Office or Position of Person in Represented Entity

9480 South Eastern Suite #205

Las Vegas

Nevada 89123

Street Address

City

Zip Code

Mailing Address (if different from street address) City Nevada Zip Code

and hereby state that on 02/25/2016

I accepted the appointment as registered agent for

the above named business entity. Date

X

Authorized Signature of R.A. or On Behalf of R.A. Company

Date

2/25/16

*If changing Registered Agent when reinstating, officer's signature required.

X

Signature of Officer

02/25/2016

Date

Nevada Secretary of State Form RA Acceptance