

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act

January 20, 2016  
Date of Report (Date of Earliest Event Reported)

CPSM, Inc.  
(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation or organization)	<u>333-208007</u> (Commission File Number)	<u>98-0557091</u> (I.R.S. Employer Identification Number)
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<u>2740 SW Martin Downs Boulevard, Suite 171 Palm City, FL</u> (Address of principal executive offices)	<u>34990</u> (Zip Code)
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(722) 236-8494  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 3.02 – Unregistered Sales of Equity Securities**

On February 9, 2016, for cash consideration of \$125,000, the Company issued 1,562,500 Series A preferred shares to Lawrence and Loreen Calarco, joint tenants.

### **Item 5.03 – Amendments to Articles of Incorporation**

On January 20, 2016, the Company filed an amendment to its Articles of Incorporation, which authorized 50,000,000 preferred shares to be issued for such consideration, expressed in dollars, as the Board of Directors may, from time to time, determine.

### **Item 8.01 – Other Events**

On February 2, 2016, the Company designated 1,562,500 Series A preferred shares which have the following rights, designation, powers, preferences, limitations, restrictions, and relative rights:

Series A preferred stock, \$0.0001 par value. There are no redemption rights. Series A preferred shares rank senior to the Company's common stock. In the event of any liquidation, dissolution, or winding up of the Company, holders of Series A preferred shares are entitled to receive a preferred return equal to the purchase price paid for such Series A preferred shares. The remainder of the amount distributed will be allocated among the holders of common shares and any remaining series of preferred shares pro-rata according to the share ownership of either class. Such receipt by the holder shall subsequently redeem and retire the outstanding Series A preferred shares held prorated by the amount received.

Series A preferred shares receive a mandatory dividend equal to 8% per annum, payable quarterly. Each Series A preferred share is convertible into common shares at \$0.08 per common share. Holders of Series A preferred shares are not entitled to any preemptive rights to purchase stock in future stock offering of the Company. The holders of Series A preferred shares have the right to register their unregistered stock when either the Company or another investor initiates a registration of the Company's securities.

Series A preferred shares are not entitled to voting rights. Series A preferred shares have the right of co-sale. If a majority shareholder sells their stake, the Series A preferred shareholders have the right to join the transaction and sell their minority stake in the Company.

Series A preferred shareholders are not required to sell all of their Series A preferred shares on the same terms or conditions of a co-sale by a majority shareholder. If any Series A preferred shareholders wish to sell, transfer or otherwise dispose of any or all of their Series A preferred shares, the other Series A preferred shareholders shall not have a prior right to buy such Series A preferred shares. There are no anti-takeover provisions that may have the effect of delaying or preventing a change in control.

**Item 9.01 – Exhibits**

Exhibit 3.1 – Articles of amendment, as filed with the State of Nevada on January 20, 2016

Exhibit 3.2 – Certificate of Designation, as filed with the State of Nevada on February 2, 2016.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

CPSM, Inc.

By: /s/ Lawrence Calarco  
Lawrence Calarco  
Chief Executive Officer

Dated: February 10, 2016

STATE OF NEVADA

**BARBARA K. CEGAVSKE**  
*Secretary of State*

**JEFFERY LANDERFELT**  
*Deputy Secretary  
for Commercial Recordings*

**Commercial Recordings Division**

*202 N. Carson Street  
Carson City, NV 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138*



**OFFICE OF THE  
SECRETARY OF STATE**

CPSM, INC.

**Job:C20160115-0567**

January 20, 2016

NV

**Special Handling Instructions:**

AMENDMENT/STOCK EMAIL TTB 1/20/16

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20160018629-15	1/15/2016 8:18:30 AM	1	\$175.00	\$175.00
Total					\$175.00

**Payments**

Type	Description	Amount
Credit	217123 16012012386924	\$175.00
Total		\$175.00

**Credit Balance: \$0.00**

**Job Contents :**

File Stamped Copy(s): 1

CPSM, INC.

NV





9580264\*



**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 <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20160018629-15</b> Filing Date and Time <b>01/15/2016 8:18 AM</b> Entity Number <b>E0236642007-1</b>
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**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

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:

CPSM, Inc.

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

Article 3. Authorized Stock of the Articles of Incorporation have been amended in its entirety to read as attached on Exhibit A hereto.

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:

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

5. Signature: (required)

  
\_\_\_\_\_  
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 of 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: 1-5-15



Attachment to Certificate of Amendment

CPSM, Inc.

Article 3. Authorized Stock

(a) Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is Three Hundred Million (300,000,000) shares. Two Hundred Fifty Million (250,000,000) shares shall be designated "Common Stock", and shall have a par value of \$.0001. Fifty Million (50,000,000) shares shall be designated "Preferred Stock", and shall have a par value of \$.0001 per share, and shall be issued for such consideration, expressed in dollars, as the Board of Directors may, from time to time, determine.

(b) Consideration for Shares. All shares of Common Stock and Preferred Stock shall be issued by the corporation for cash, property or services actually performed, for no less than the par value of \$.0001 for Common Stock and \$.0001 for Preferred Stock. All shares shall be fully paid and non-assessable.

(c) Issuance of Preferred Stock. The Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in series. The Board of Directors of the corporation is authorized to establish such series, to fix and determine the variations and the relative rights and preferences as between series, and to thereafter issue such stock from time to time. The Board of Directors is also authorized to allow for conversion of the Preferred Stock to Common Stock under terms and conditions as determined by the Board of Directors.

(d) Dividends. Dividends in cash, property or share of the corporation may be paid upon the Common and Preferred Stock, as and when declared by the Board of Directors, out of funds of the corporation to the extent, and in the manner permitted by law.

(e) Voting Rights & Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote, and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. The voting rights of Preferred Stock, if any, shall be established by the Board of Directors at the time such stock is issued in series. Cumulative voting shall not be allowed in the election of directors of the corporation.

(f) Denial of Preemptive Rights. No holder of any shares of the corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the corporation, including shares or securities held in the treasury of the corporation.

(g) Dissolution or Liquidation. Upon any dissolution or liquidation, whether voluntary or involuntary, the holders of preferred shares shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, the sum initially paid per share and a further amount equal to any dividend thereon declared and unpaid to the date of such distribution, before any payment shall be made or any assets distributed to the common stock shareholders. Upon any dissolution or liquidation, whether voluntary or involuntary, if the assets thus distributed among the holders of preferred shares are insufficient to permit the payment to such shareholder of the full preferential amounts, then the entire assets





of the Corporation to be distributed shall be distributed ratably among the holders of preferred shares and after payment to the preferred shareholders of such preferential amounts, the holders of common shares shall be entitled to receive ratably all the remaining assets. A merger or consolidation of this corporation with or into any other corporation or corporations shall not be deemed to be a dissolution or liquidation within the meaning of this provision.

STATE OF NEVADA

**BARBARA K. CEGAVSKE**  
*Secretary of State*

**JEFFERY LANDERFELT**  
*Deputy Secretary  
for Commercial Recordings*

**Commercial Recordings Division**

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Carson City, NV 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138*



**OFFICE OF THE  
SECRETARY OF STATE**

JODY WALKER

NV

**Job:C20160201-2823**

February 2, 2016

**Special Handling Instructions:**  
FSC EMAIL SAE 2/2/16

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Designation	20160048968-44	2/1/2016 4:19:49 PM	1	\$175.00	\$175.00
Total					\$175.00

**Payments**

Type	Description	Amount
Credit	274034 16020214401834	\$175.00
Total		\$175.00

**Credit Balance: \$0.00**

**Job Contents :**

File Stamped Copy(s): 1

JODY WALKER

NV



\*159103\*



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

**Certificate of Designation**  
 (PURSUANT TO NRS 78.1955)

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20160048968-44</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>02/01/2016 4:19 PM</b>
	Entry Number <b>E0236642007-1</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Certificate of Designation For**  
**Nevada Profit Corporations**  
 (Pursuant to NRS 78.1955)

## 1. Name of corporation:

CPSM, Inc.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

Series A Preferred Stock shall have the following rights, designation, number, powers, preferences, limitations, restrictions and relative rights and other matters relating to such shares of Series A Preferred Stock:

A. Designation and Number. A series of the preferred stock, designated the "Series A Preferred Stock," \$,0001 par value, is hereby established. The number of shares of the Series A Preferred shall be One Million Five Hundred Sixty Two Thousand, Five Hundred (1,562,500).

B. Redemption Rights. None

C.-L. - see attached

## 3. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

## 4. Signature: (required)

  
 Signature of Officer

Filing Fee: \$175.00

**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 Stock Designation  
 Revised: 1-5-15

**ATTACHMENT TO THE  
CERTIFICATE OF DESIGNATION  
ESTABLISHING THE  
SERIES A PREFERRED STOCK**

2. Continued

C. **Relative Seniority.** In respect to the right to receive dividends, the Series A Preferred Shares shall rank senior to the common stock of the Company. In respect to the right to participate in distributions or payments in the event of any liquidation, dissolution, or winding up of the Company, holders of the Series A Preferred Shares shall be entitled to receive a preferred return equal to the purchase price paid for such Series A Preferred Stock. The remainder of the amount distributed will be allocated among the holders of common stock and any remaining series of preferred shares pro-rata according to their share ownership of either class. Such receipt by the holder shall subsequently redeem and retire the outstanding Series A Preferred Shares held prorated by the amount received.

D. **Dividend Provisions.** The Series A Preferred Shares shall receive a mandatory dividend equal to 8% per annum, payable quarterly.

E. **Conversion.** Each Series A Preferred Share is convertible into common shares at \$.08 per common share.

F. **Preemptive Rights.** The holders of Series A Preferred Shares will not be entitled to any preemptive rights to purchase of stock in future stock offerings of the Company.

G. **Piggyback Registration Rights.** The holders of the Series A Preferred Shares shall have the right to register his or her unregistered stock when either the Company or another investor initiates a registration of the Company's securities.

H. **Voting Rights.** The holders of the Series A Preferred Shares shall not be entitled to any voting rights.

I. **Right of Co-Sale (Tag Along).** The Series A Preferred Shareholders shall have the right of co-sale. If a majority shareholder sells his or her stake, the Series A Preferred Shareholders shall have the right to join the transaction and sell his or her minority stake in the Company.

J. **Forced Co-Sale (Drag Along).** The Series A Preferred Shareholders will not be required to sell all of their Series A Preferred Shares on the same terms or conditions of a co-sale by a majority shareholder.

**K. Right of First Refusal.** If any of the Series A Preferred Shareholders wish to sell, transfer or otherwise dispose of any or all of his/her Series A Preferred Shares, the other Series A Preferred Shareholders shall not have a prior right to buy such Series A Preferred Shares.

**L. Anti-Takeover Provisions.** There are no anti-takeover provisions that may have the effect of delaying or preventing a change in control.