

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

TOMI Environmental Solutions, Inc.

Form: 8-K

Date Filed: 2019-12-17

Corporate Issuer CIK: 314227

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): **December 17, 2019**

TOMI ENVIRONMENTAL SOLUTIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or other jurisdiction of
incorporation)

000-09908

(Commission File Number)

59-1947988

(I.R.S. Employer Identification No.)

**9454 Wilshire Blvd., Penthouse
Beverly Hills, California**

(Address of principal executive
offices)

90212

(Zip Code)

(800) 525-1698

(Registrant's telephone number, including
area code)

Not Applicable

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

(a) (1) Pursuant to proposal three of the Registrant's Definitive Proxy Statement, and as approved by its shareholders on October 30, 2019, the Registrant filed Articles of Amendment to its Articles of Incorporation on November 1, 2019. On November 4, 2019 the Amended Articles of Incorporation were accepted by the Florida Secretary of State. On November 19, 2019 the Amendment was processed by the Florida Secretary of State, and the Registrant was notified of the date it was processed on December 16, 2019. The Registrant filed Restated Articles of Incorporation on December 17, 2019.

(2) The amendment provided that the number of authorized shares of common stock was increased from 200,000,000 to 250,000,000.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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3(i)	Articles of Amendment to Articles of Incorporation and Restated Articles of Incorporation
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SIGNATURE

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

TOMI ENVIRONMENTAL SOLUTIONS, INC.

Date: December 17, 2019

By: /s/ Halden Shane

Name: Halden Shane

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No. Description

3(i) Articles of Amendment to Articles of Incorporation and Restated Articles of Incorporation

**Articles of Amendment
to
Articles of Incorporation
of
TOMI Environmental Solutions, Inc.**

(Name of Corporation as currently filed with the Florida Dept. of State)

636434

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

Not Applicable.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Not Applicable.

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Not Applicable.

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Not Applicable.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Not Applicable.

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

ARTICLE IV, SHARES is amended to increase the authorized common shares from 200,000,000 shares to 250,000,000 shares. The par value is not changed. The first paragraph of Article IV will be as follows:

"The company is authorized to issue 200,000,000 common shares. The par value of the common shares remains \$.01 par value per share."

Paragraphs 2 and 3 are not changed.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

Not Applicable.

The date of each amendment(s) adoption: October 30, 2019, if other than the date this document was signed.

Effective date if applicable:

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated October 31, 2019

Signature /s/ Halden Shane
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Halden Shane

(Typed or printed name of person signing)

CEO, Chairman of the Board

(Title of person signing)

**ARTICLES OF RESTATEMENT
OF
TOMI ENVIRONMENTAL SOLUTIONS, INC.**

**ARTICLE I
NAME**

The name of the corporation is: "TOMI Environmental Solutions, Inc."

**ARTICLE II
PRINCIPAL OFFICE**

The principal street address is: 9454 Wilshire Blvd., Penthouse, Beverly Hills, CA 90313.

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is: To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
SHARES**

The company is authorized to issue 350,000,000 common shares. The par value of the common shares remains \$.01 par value per share.

The company is authorized to issue 1,000,000 shares of cumulative, convertible \$.01 Preferred A stock. Preferred shares are convertible into common shares at a conversion ratio of one share of preferred stock for one share of common stock. The Preferred A stock has no dividend attached.

The Company is authorized to issue 4,000 shares of Series B Preferred Stock. The Series B Preferred Stock shall be convertible at an exchange rate of 300 common shares for each Series B share and have a stated value per share of \$1,000. The Series B Stock shall carry a cumulative dividend of 7.5% per annum and shall be senior in liquidation preference to the Common Stock and equal in liquidation preference to all other authorized classes of Preferred Stock. The dividend is payable in kind, at the election of the Company.

**ARTICLE V
OFFICERS AND/OR DIRECTORS**

Title CEO	SHANE, HALDEN S 9454 WILSHIRE BLVD., PH BEVERLY HILLS, CA 90313
Title CFO	JENNINGS, NICK 9454 WILSHIRE BLVD., PH BEVERLY HILLS, CA 90313
Title COO	SHANE, ELISSA J 9454 WILSHIRE BLVD., PH BEVERLY HILLS, CA 90313
Title Director	ANDERSON, KELLY J 9454 WILSHIRE BLVD., PH BEVERLY HILLS, CA 90313

Title Director

JOHNSEN, WALTER C
9454 WILSHIRE BLVD., PH
BEVERLY HILLS, CA 90313

Title Director

LIM, BOH SOON
9454 WILSHIRE BLVD., PH
BEVERLY HILLS, CA 90313

Title Director

PAUL, HAROLD W
9454 WILSHIRE BLVD., PH
BEVERLY HILLS, CA 90313

**ARTICLE VI
REGISTERED AGENT**

The name and Florida street address of the registered agent is: NRAI SERVICES, INC., 1300 SOUTH PINE ISLAND ROAD, PLANTATION, FL 33334.

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator is: N/A