

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): September 29, 2021

AiAdvertising, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation or organization)

000-13215

(Commission File Number)

30-0050402

IRS Employer
Identification No.)

**321 Sixth Street
San Antonio, TX**

(Address of Principal Executive Offices)

78215

(Zip Code)

(805) 964-3313

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

Securities registered pursuant to Section 12(b) of the Act:

File of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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; Change in Fiscal Year.

On September 29, 2021, AiAdvertising, Inc. (the "Company") filed a certificate of withdrawal with the Secretary of State of Nevada, to withdraw the Company's existing certificate of designation of Series H Preferred Stock, filed a certificate of designation for a new series of Series H Preferred Stock with the Secretary of State of Nevada, and issued 1,000 shares of Series H Preferred Stock to Andrew Van Noy, the Company's chief executive officer, for services rendered.

Pursuant to the certificate of designation for the new series of Series H Preferred Stock, the Company designated 1,000 shares of preferred stock as Series H Preferred Stock. The Series H Preferred Stock is not convertible into common stock, and does not have any dividend rights or any liquidation preference. The Series H Preferred Stock entitles the holder to 51% of the voting power of the Company's stockholders. The Series H Preferred Stock will automatically be redeemed by the Company at the par value of \$0.001 per share, on the first to occur of the following events: (i) sixty days after the effective date of the certificate of designation, (ii) the date that Andrew Van Noy ceases to serve as officer, director or consultant of the Company, or (iii) on the date that the Company's shares of common stock first trade on any national securities exchange and such listing is conditioned upon the elimination of the preferential voting rights.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 30, 2021, Andrew Van Noy, the holder of the majority of the voting power of the shareholders of the Company, and the Company's chief executive officer, approved by written consent an action to authorize the Company's board of directors to amend the Company's articles of incorporation, to effect a reverse stock split of the Company's common stock by a ratio of not less than 1-for-100 and not more than 1-for-1,000 at any time prior to the one year anniversary of filing the definitive information statement with respect to the reverse split, with the board of directors having the discretion as to whether or not the reverse split is to be effected, and with the exact ratio of any reverse split to be set at a whole number within the above range as determined by the board in its discretion.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
3.1	Certificate of Designation of Series H Preferred Stock
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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SIGNATURES

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

AIADVERTISING, INC.

Date: October 1, 2021

By: /s/ Andrew Van Noy
Name: Andrew Van Noy
Title: Chief Executive Officer

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AIADVERTISING, INC.

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES H PREFERRED STOCK**

AiAdvertising, Inc. (the "Company"), a corporation organized and existing under the laws of Nevada, does hereby certify that, pursuant to authority conferred upon the Board of Directors of the Company by the Articles of Incorporation of the Company, it has adopted resolutions (a) authorizing the creation of Series H Preferred Stock of the Company and (b) providing for the designations, preferences and relative participating, optional or other rights, and the qualifications, limitations or restrictions thereof, as follows:

SECTION 1. DESIGNATION OF SERIES. The shares of such series shall be designated as the "Series H Preferred Stock" and the number of shares initially constituting such series shall be up to One Thousand (1,000) shares.

SECTION 2. DIVIDENDS. The holders of the Series H Preferred Stock shall not be entitled to receive dividends paid on the Common Stock.

SECTION 3. LIQUIDATION PREFERENCE. The holders of the Series H Preferred Stock shall not be entitled to any liquidation preference.

SECTION 4. VOTING. The holders of the Series H Preferred Stock will have the shareholder voting rights as described in this Section 4 or as required by law.

4.1. Voting Rights. For so long as any shares of the Series H Preferred Stock remain issued and outstanding, the holders thereof, voting separately as a class, shall have the right to vote in an amount equal to fifty-one percent (51%) of the total voting power of the Company's shareholders. Such vote shall be determined by the holder(s) of a majority of the then issued and outstanding shares of Series H Preferred Stock.

4.2. Amendments to Articles and Bylaws. So long as the Series H Preferred Stock is outstanding, the Company shall not, without the affirmative vote of the holders of all outstanding shares of Series H Preferred Stock, voting separately as a class (i) amend, alter or repeal any provision of the Articles of Incorporation or the Bylaws of the Company so as to adversely affect the designations, preferences, limitations and relative rights of the Series H Preferred Stock, (ii) effect any reclassification of the Series H Preferred Stock, excluding a reverse stock split or forward split, or (iii) designate any additional series of preferred stock, the designation of which adversely affects the rights, privileges, preferences or limitations of the Series H Preferred Stock set forth herein.

4.3. Amendment of Rights of Series H Preferred Stock. The Company shall not, without the affirmative vote of the holders of all outstanding shares of the Series H Preferred Stock, amend, alter or repeal any provision of this Certificate of Designation, provided, however, that the Company may, by any means authorized by law and without any vote of the holders of shares of the Series H Preferred Stock, make technical, corrective, administrative or similar changes in this Certificate of Designation that do not, individually or in the aggregate, adversely affect the rights or preferences of the holders of shares of the Series H Preferred Stock.

SECTION 5. NO CONVERSION RIGHTS. The shares of the Series H Preferred Stock shall have no conversion rights.

SECTION 6. REDEMPTION RIGHTS. The shares of the Series H Preferred Stock shall be automatically, and without any required action by the Company or the holders thereof, redeemed by the Company at their par value on the first to occur of the following triggering events: (i) a date sixty (60) days as after the effective date of this Certificate of Designation, (ii) on the date that Andrew Van Noy ceases, for any reason, to serve as officer, director or consultant of the Company, it being understood that if Mr. Van Noy continues without interruption to serve thereafter in one or more capacities as officer, director or consultant of the Company this shall not be considered a cessation of service, or (iii) on the date that the Company's shares of common stock first trade on any national securities exchange and such listing is conditioned upon the elimination of the preferential voting rights of the Series H Preferred Stock set forth in this Certificate of Designation.

SECTION 7. NOTICES. Any notice required hereby to be given to the holders of shares of the Series H Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Company.

SECTION 8. MISCELLANEOUS.

- (a) The headings of the various sections and subsections of this Certificate of Designations are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.
- (b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.
- (c) Except as may otherwise be required by law, the shares of the Series H Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation
