

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): March 21, 2024

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.)

**1114 S. St. Mary's Street #120
San Antonio, TX**

(Address of Principal Executive Offices)

78210

(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 (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))

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 March 21, 2024, AiAdvertising, Inc. (the "Company") filed a Certificate of Designation of Preferences, Rights and Limitations of Series K Preferred Stock (the "Certificate of Designation") with the Secretary of State of the State of Nevada, and issued 1,000 shares of Series K Preferred Stock to Gerard Hug, the Company's chief executive officer, for services rendered.

Pursuant to the Certificate of Designation the Company designated 1,000 shares of preferred stock as Series K Preferred Stock the "Series K Preferred Stock". The Series K Preferred Stock is not convertible into common stock and does not have any dividend rights or any liquidation preference. The Series K Preferred Stock entitles the holder to 51% of the voting power of the Company's stockholders. The Series K 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 Gerard Hug 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.

The foregoing description of the Certificate of Designation is qualified in its entirety by reference to the Certificate of Designation of Preferences, Rights and Limitations of Series K Preferred Stock, which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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

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: March 25, 2024

By: /s/ Gerard Hug

Name: Gerard Hug

Title: Chief Executive Officer

FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAHL
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
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Business Entity - Filing Acknowledgement

03/25/2024

Work Order Item Number: W2024032201390-3556462
Filing Number: 20243935324
Filing Type: Certificate of Designation
Filing Date/Time: 3/21/2024 3:41:00 PM
Filing Page(s): 4

Indexed Entity Information:

Entity ID: C1556-2002

Entity Name: AiAdvertising, Inc.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

NATIONAL REGISTERED AGENTS, INC.

701 S CARSON ST STE 200, Carson City, NV 89701, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FRANCISCO V. AGUILAR
Secretary of State



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the Office of	Business Number
<i>F. V. Aguilar</i>	C1556-2002
Secretary of State	Filing Number
State Of Nevada	20243935324
	Filed On
	3/21/2024 3:41:00 PM
	Number of Pages
	4

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: <input type="text" value="AiAdvertising, Inc."/>
	Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20021209011"/>
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: <input type="text" value="3/21/2024"/> Time: <input type="text"/> <small>(must not be later than 90 days after the certificate is filed)</small>
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text" value="Series K Preferred Stock"/>
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: <input type="text"/>
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.
	<input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* <input type="text" value="Certificate of Designation of Series K Preferred Stock of AiAdvertising, Inc. (continued on attached pages)"/>
7. Withdrawal:	Designation being Withdrawn: <input type="text"/> Date of Designation: <input type="text"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text"/>
8. Signature: (Required)	<input checked="" type="checkbox"/> <input type="text" value="Gerard Hug"/> <small>C1320E39AB634E0</small> Signature of Officer Date: <input type="text" value="3/21/2024"/>

* Attach additional page(s) if necessary

This form must be accompanied by appropriate fees.

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Revised: 8/1/2023

AIADVERTISING, INC.
CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES K PREFERRED STOCK

Board of Directors of the Company by the Articles of Incorporation of the Company, it has adopted resolutions (a) authorizing the creation of Series K 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 K 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 K Preferred Stock shall not be entitled to receive dividends paid on the Common Stock.

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

SECTION 4. VOTING. The holders of the Series K 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 K 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 K Preferred Stock.

4.2. Amendments to Articles and Bylaws. So long as the Series K Preferred Stock is outstanding, the Company shall not, without the affirmative vote of the holders of all outstanding shares of Series K 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 K Preferred Stock, (ii) effect any reclassification of the Series K 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 K Preferred Stock set forth herein.

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4.3. Amendment of Rights of Series K Preferred Stock. The Company shall not, without the affirmative vote of the holders of all outstanding shares of the Series K 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 K 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 K Preferred Stock.

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

SECTION 6. REDEMPTION RIGHTS. The shares of the Series K 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 ninety (90) days as after the effective date of this Certificate of Designation, (ii) on the date that Gerard Hug ceases, for any reason, to serve as officer, director or consultant of the Company, it being understood that if Mr. Hug 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 K 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 K 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 K Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation

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