
**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 30, 2020



Centrex Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37464
(Commission
File Number)

30-0399914
(I.R.S. Employer
Identification No.)

276 Greenpoint Ave BLD 8 Suite 208
Brooklyn, New York
(Address of principal executive offices)

11222
(Zip Code)

Registrant's telephone number, including area code: (631) 756-9116

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 (17CFR 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.

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

| Title of each class | Trading symbol | Name of each exchange on which registered |
|----------------------------|-----------------------|--|
| Common Stock | CETX | Nasdaq Capital Market |
| Series 1 Preferred Stock | CETXP | Nasdaq Capital Market |
| Series 1 Warrants | CETXW | Nasdaq Capital Market |

SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.03 Amendments to Articles of Incorporation or Bylaws

On March 30, 2020, we amended the Certificate of Designation (the “Amended Certificate of Designation”) for our Series 1 Preferred Stock (the “Series 1 Stock”). The features of our Series 1 Stock before the Amended Certificate of Designation are set forth in our Current Report on Form 8-K that we filed with the Securities and Exchange Commission on January 24, 2017.

The Amended Certificate of Designation increased the number of authorized preferred shares under the designation for our Series 1 Preferred Stock from 3,000,000 shares to 4,000,000 shares.

The Amended Certificate of Designation was filed with the Secretary of State of Delaware on March 31, 2020, and is attached hereto as Exhibit 3.1 and incorporated by reference herein.

Section 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 3.1 | Amended Certificate of Designation for Series 1 Preferred Stock |

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 hereunto duly authorized.

CEMTREX, INC.

Date: April 1, 2020

By: /s/ Saagar Govil

Saagar Govil
Chairman, President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF DESIGNATION
OF
SERIES 1 PREFERRED STOCK
OF
CENTREX, INC.**

**Pursuant to Section 151(g) of
the General Corporation Law of the State of Delaware**

The undersigned, Saagar Govil, as Chief Executive Officer of Centrex, Inc., a Delaware corporation (the "Corporation"), hereby certifies that, in accordance with Sections 103, 141 and 151(g) of the General Corporation Law of the State of Delaware and the Certificate of Incorporation and Bylaws of the Corporation, the Board of Directors of the Corporation has adopted the following resolutions to amend the Certificate of Designation authorizing the Series 1 Preferred Stock of the Corporation:

RESOLVED, that, pursuant to the authority expressly granted and vested in the Board of Directors under the Corporation's Certificate of Incorporation and the provisions of the General Corporation Law of the State of Delaware, the number of authorized shares of the Corporation's preferred stock, \$0.001 par value per share, designated as "Series 1 Preferred Stock" (the "Series 1 Preferred Stock") pursuant to Section 1 of that certain Certificate of Designations filed by the Corporation with the Delaware Secretary of State on January 24, 2017 (the "Series 1 Certificate of Designation") is hereby increased from 3,000,000 shares to 4,000,000 shares; and

FURTHER RESOLVED, that the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of Series 1 Preferred Stock set forth in the Series 1 Certificate of Designation shall remain as set forth in the Series 1 Certificate of Designation, subject only to the increase in the authorized number of shares of Series 1 Preferred Stock as set forth above.

This Certificate of Amendment to Certificate of Designation has been duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed by an authorized officer this 30th day of March, 2020.

CENTREX, INC.

By: /s/ Saagar Govil
Name: Saagar Govil
Title: Chief Executive Officer
