

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): August 17, 2022

**UPEXI, INC.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction of Incorporation)

333-25526  
(Commission File Number)

83-3378978  
(I.R.S. Employer Identification No.)

17129 US Hwy 19 N.  
Clearwater, FL 33760  
(Address of Principal Executive Offices) (Zip Code)

(701) 353-5425  
(Registrant's telephone number, including area code)

Grove, Inc.  
(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:

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<u>Common Stock, par value \$0.001</u>	<u>GRVI</u>	<u>NASDAQ</u>

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. Amendment to Articles of Incorporation and By-Laws.**

Effective as of August 17, 2022, Grove, Inc. (the “Company”) changed its name to Upexi, Inc. The Company filed a Certificate of Amendment to its Articles of Incorporation with the Nevada Secretary of State to effectuate the name change. A copy of the Certificate of Amendment is attached hereto as an exhibit.

**Item 8.01. Other Events.**

In connection with the name change, effective as of August 17, 2022, the Company changed its Nasdaq trading symbol from “GRVI” to “UPXI”.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are furnished with this report:

(d) Exhibit No.	Description
<a href="#">3.1</a>	<a href="#">Certificate of Amendment, filed August 16, 2022 (effective August 17, 2022).</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

**SIGNATURE**

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.

**UPEXI, INC.**

Date: August 17, 2022

By: /s/ Allan Marshall  
Allan Marshall  
Chief Executive Officer

**EXHIBIT INDEX**

(d) Exhibit No.	Description
3.1 104	<a href="#">Certificate of Amendment, filed August 16, 2022 (effective August 17, 2022).</a> Cover Page Interactive Data File (embedded within the Inline XBRL Document)

**BARBARA K. CEGAVSKE**  
Secretary of State

**KIMBERLEY PERONDI**  
Deputy Secretary for  
Commercial Recordings

## STATE OF NEVADA

OFFICE OF THE  
SECRETARY OF STATE

Commercial Recordings Division  
202 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  
Fax (702) 486-2888

**Business Entity - Filing Acknowledgement**

08/16/2022

**Work Order Item Number:** W2022081600557-2317125  
**Filing Number:** 20222550564  
**Filing Type:** Amendment After Issuance of Stock  
**Filing Date/Time:** 8/16/2022 9:36:00 AM  
**Filing Page(s):** 2

**Indexed Entity Information:**

**Entity ID:** E0417932018-8      **Entity Name:** Upexi, Inc.  
**Entity Status:** Active      **Expiration Date:** None

## Commercial Registered Agent

INCORP SERVICES, INC.

3773 HOWARD HUGHES PKWY STE 500S, Las Vegas, NV 89169 - 6014, 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,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE  
Secretary of State

Page 1 of 1

Commercial Recording Division  
202 N. Carson Street



**BARBARA K. CEGAUSKE**  
 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. Cegauske</i>	Business Number E0417932018-8
Secretary of State State Of Nevada	Filing Number 20222550564
	Filed On 8/16/2022 9:36:00 AM
	Number of Pages 2

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

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

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: Grove, Inc.
	Entity or Nevada Business Identification Number (NVID): NV20181637537
<b>2. Restated or Amended and Restated Articles:</b> (Select one)  (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) 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: 51.39% <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

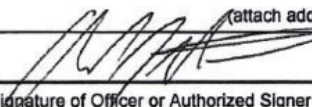


BARBARA K. CEGAVSKE  
 Secretary of State  
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**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**4. Effective Date and Time:** (Optional)      Date: 08/17/2022      Time: 12:01 AM  
 (must not be later than 90 days after the certificate is filed)

**5. Information Being Changed:** (Domestic corporations only)  
 Changes to takes the following effect:  
 The entity name has been amended.  
 The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)  
 The purpose of the entity has been amended.  
 The authorized shares have been amended.  
 The directors, managers or general partners have been amended.  
 IRS tax language has been added.  
 Articles have been added.  
 Articles have been deleted.  
 Other.  
 The articles have been amended as follows: (provide article numbers, if available)  
 1. Name of Corporation: Upexi, Inc.  
 (attach additional page(s) if necessary)

**6. Signature:** (Required)  
 X       CFO      Title  
 Signature of Officer or Authorized Signer  
 X \_\_\_\_\_      \_\_\_\_\_  
 Signature of Officer or Authorized Signer      Title  
 \*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 to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:  
 (attach additional page(s) if necessary)

# SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

**Upexi, Inc.**

**Nevada Business Identification # NV20181637537**

**Expiration Date: 09/30/2022**

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

**License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.**



Certificate Number: B202208162928910

You may verify this certificate

online at <http://www.nvsos.gov>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 08/16/2022.

BARBARA K. CEGAVSKE  
Secretary of State