
**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) October 13, 2017

Sun Pacific Holding Corp

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-51935

(Commission
File Number)

90-1119774

(IRS Employer
Identification No.)

215 Gordon's Corner Road, Suite 1A Manalapan, NJ 07726

(Address of principal executive offices)

Registrant's telephone number, including area code **732-845-0906**

136 NW 16th Street, Boca Raton, FL 33432

(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))
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Section 3 - Securities and Trading Markets

Item 3.03 Material Modification to Rights of Security Holders.

On October 3, 2017 pursuant to the written consent of the majority of the shareholders in lieu of a meeting, Sun Pacific Holding Corp., f/k/a EXOlifestyle, Inc. (the "Company") filed a Certificate of Change with the state of Nevada in order to implement a 50:1 reverse stock split of the common stock of the Company. The Certificate of Change did not amend the number of authorized shares available for issuance. All fractional shares were rounded up to the nearest whole share. On October 13, 2017, FINRA approved the reverse stock split and deemed the action effective.

Pursuant to Acquisition Agreement closed on August 24, 2017 (the "Acquisition Agreement"), the Company issued exactly 1,000,000 shares of Series B Preferred Stock to various parties as part of the final transaction. The Series B Preferred Stock is convertible into common stock at a rate equal to 30.8565 per share upon the effectiveness of a reverse stock split at a ratio of 50:1. On October 13, 2017, FINRA approved the reverse stock split, and thus the Series B Preferred Stock was converted into common for a total of 30,856,500 shares of common capital stock. For more information, please see the Form 8-K filed on August 18, 2017 and Exhibit 3.1 thereof.

Furthermore, as a condition precedent to closing the Acquisition Agreement, the Company entered into those certain Settlement Agreements with five separate parties to convert their debts into common stock at a rate of \$.0489 per share. The total debt being settled was \$833,787 in exchange for 17,052,925 shares of common capital stock. The settlement was deemed to be effective upon the effectiveness of the reverse stock split on October 13, 2017. For more information, please see the Form 8-K filed on August 18, 2017 and Exhibit 10.1 thereof.

A copy of the state filing is filed as Exhibit 3.2, and incorporated by reference.

Section 5 – Corporate Governance and Management

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 3, 2017, pursuant to the written consent of the majority of the shareholders in lieu of a meeting, Sun Pacific Holding Corp., f/k/a EXOlifestyle, Inc. (the "Company") filed a Certificate of Amendment with the state of Nevada to change the name of the Company from EXOlifestyle, Inc. to Sun Pacific Holding Corp. The corporate action was submitted to FINRA and was deemed effective on October 13, 2017. Our common stock is now listed with OTCQB as OTCQB:EXOLD for a period of 20 trading days from the effective date, indicating a corporate action has occurred. On the 21st day, the Company's common stock will begin trading under the symbol OTCQB:SNPW.

A copy of the state filing is filed as Exhibit 3.1, and incorporated by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|-----------------------------------------------------------------------------------------|
| 3.1 | Certificate of Amendment filed with the state of Nevada October 3, 2017 |
| 3.2 | Certificate of Change filed with the state of Nevada October 3, 2017 |

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.

Sun Pacific Holding Corp.

(Registrant)

Date: October 18, 2017

By: */s/ Nicholas Campanella*

Name: Nicholas Campanella

Title: Director

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090204



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of Document Number
20170421582-22
Barbara K. Cegavske Filing Date and Time
Secretary of State **10/03/2017 1:30 PM**
State of Nevada Entity Number
E0184562005-6

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

EXOlifestyle, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 1 shall be amend as follows:

"Name of the Corporation: Sun Pacific Holding Corp."

3. 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:

4. Effective date and time of filing: (optional) Date: Time:
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X/s/ Nicholas Campanella

Signature of Officer

*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.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

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BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of K. Document Number 20170423099-07
Barbara K. Cegavske Filing Date and Time 10/04/2017 11:00 AM
Secretary of State
State of Nevada Entity Number E0184562005-6

**Certificate of Change Pursuant
to NRS 78.209**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Change filed Pursuant to NRS 78.209
For Nevada Profit Corporations**

1. Name of corporation:

Sun Pacific Holding Corp.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

500,000,000, par value \$0.0001, Common Stock

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

500,000,000, par value \$0.0001, Common Stock

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

For each 50 shares of common stock held, the holder shall receive 1 share of common stock.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

Any fractional share shall be rounded up to the nearest whole share.

7. Effective date and time of filing: (optional) Date: Time:

8. Signature: (required) (must not be later than 90 days after the certificate is filed)

X/s/ Nicholas Campanella
Signature of Officer Title

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.