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TALLAHASSEE FLORIDA

DEC 11 2015

R. WHITE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Amlgamated Gold and Silver Inc.

Signature _____

Requested by: Seth

12/09

Name _____

Date _____

Time _____

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☒ Art of Inc. File _____
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Amalgamated Gold and Silver Inc.

DOCUMENT NUMBER: P92000004064

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Patricia Cooke

Name of Contact Person

Amalgamated Gold and Silver Inc.

Firm/ Company

80 SW 8th Street, Suite 2000

Address

Miami, Florida, 3

City/ State and Zip Code

patticooke55@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patricia Cooke

at (416)

464-7484

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

15 DEC 10 AM 3:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amalgamated Gold and Silver Inc. . .

(Name of Corporation as currently filed with the Florida Dept. of State)

P92000004064

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Rainforest Resources Inc.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☒ Change	<u>Mr.</u>	<u>Michael Nilsson</u>	<u>80 SW 8th Street</u>
☐ Add			<u>Suite 2000</u>
☐ Remove			<u>Miami, Florida 31330 USA</u>
2) ☐ Change	<u>Mr.</u>	<u>Michael Kaine</u>	<u>80 SW 8th Street</u>
☒ Add			<u>Suite 2000</u>
☐ Remove			<u>Miami, Florida 31330 USA</u>
3) ☐ Change			
☐ Add			
☐ Remove			
4) ☐ Change			
☐ Add			
☐ Remove			
5) ☐ Change			
☐ Add			
☐ Remove			
6) ☐ Change			
☐ Add			
☐ Remove			

(Attach additional sheets, if necessary). (Be specific)

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(if not applicable, indicate N/A)

[illegible]

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated November 27, 2015 _____

Signature P. Cooke
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Patricia Cooke

(Typed or printed name of person signing)

Corporate Secretary and Registered Agent

(Title of person signing)

Exhibit A

CONSENT TO ACTION IN LIEU OF MEETING OF THE STOCKHOLDERS OF AMALGAMATED GOLD AND SILVER INC. (AGS) INC.

We the undersigned, being the holders of 51% or more of the shares entitled to vote on the following matters of the Stockholders of the Corporation, by our signatures which follow hereby authorize the actions and resolutions taken without a meeting and written out in full below:

WHEREAS, that the majority of the stockholders has determined that it is in the best interest of the Corporation and the stockholders to remove the entire Board of Directors effective immediately, and

WHEREAS, the majority of the stockholders has determined that it is in the best interest of the Corporation and the stockholders to appoint new a new board of directors consisting of:

Michael Nilsson - President

Garth Jensen - Chief Financial Officer

Michael Kaine - Director

WHEREAS, the majority of stockholders have determined that it is in the best interest of the corporation and stockholders to proceed with the reorganization outlined below:

1. To amend our Articles of Incorporation to reflect the reorganization and change our corporate name from Amalgamated Gold & Silver Inc. to Rainforest Resources Inc. To apply for a trading symbol change to (RRI) or other such available symbol.
2. To unwind the Amalgamated Gold & Silver Inc., Tropical II Ventures Ltd. SA sale and purchase agreement for the mining rights to the San Antonio de Turiri mine concession Bolivia.
3. To unwind the Amalgamated Gold & Silver Inc., Mmelesi Investment and Logistics (Pty) Ltd. sale and purchase agreement to acquire 100% of the shares of Mmelesi Investment and Logistics (Pty) Ltd. and Mmelesi Metals (Pty) Ltd.
4. To accept the voluntary surrender of 350,000,000 and 400,000,000 restricted shares of Amalgamated Gold & Silver Inc. to be cancelled and returned to treasury.
5. To authorized a 1400 to 1 reverse split of the Company's common shares; AND
THEREAFTER
6. To approve the issuance of 2,000,000 Post Split Rule 144 restricted common shares of Rainforest Resources Inc. to Sumak Sacha Rain Forest SCC for the acquisition of 3178 hectares and timber and water rights located in Ecuador with an appraised value of \$3,500,000. USD.;

7. To approve the issuance of 3,000,000 Post Split Rule 144 restricted common shares of Rainforest Resources Inc. to Rain Forest Ecuador S.A for the acquisition of 6587 hectares and 180 hectares with timber and water rights located in Ecuador with an appraised value of \$8 500,000. USD.;
8. To approve the issuance of 500,000 Post Split Rule 144 restricted common shares of Rainforest Resources Inc. to R & R Commercial S.A for the acquisition of controlling interest of 98% of shares R & R Commercial SA.
9. To approve the issuance of 1 Series D Preferred share of Rainforest Resources Inc. to SKM Global Trading for the acquisition of 100% of the shares of RR Marketing AG.;
10. To remove the entire Board of directors, and appoint Michael_Nilsson as President and Director and Garth Jensen as Chief Financial Officer (CFO) and Director and Michael Kaine as Director.
11. To approve a name change of the company to "Rainforest Resources Inc".;
12. To cancel the Convertible Demand Note issued to Tropical II Ventures Ltd.SA in the amount of \$1,987,500. USD.

Resolved: to amend the Articles of Incorporation to reflect the reorganization and change our corporate name from Amalgamated Gold & Silver Inc. to Rainforest Resources Inc. and to apply for a trading symbol change to (RRI) or other such available symbol.

Resolved: to unwind the Amalgamated Gold & Silver Inc., Tropical II Ventures Ltd. SA sale and purchase agreement for the mining rights to the San Antonio de Turiri mine concession Bolivia.

Resolved: to unwind the Amalgamated Gold & Silver Inc., Mmelesi Investment and Logistics (Pty) Ltd. sale and purchase agreement to acquire 100% of the share of Mmelesi Investment and Logistics (Pty) Ltd. and Mmelesi Metals (Pty) Ltd. sale and purchase agreement to acquire 100% of the share of Mmelesi Metals (Pty) Ltd.

Resolved: to accept the voluntary surrender of 350,000,000 and 400,000,000 restricted shares of Amalgamated Gold & Silver Inc. to be cancelled and returned to treasury.

Resolved: to authorized a 1400 to 1 reverse split of the Company's common shares; Thereafter,

Resolved: to approve the issuance of 1 Series D Preferred share of Rainforest Resources Inc. to SKM Global Trading for the acquisition of 100% of the shares of RR Marketing AG.;

Resolved: to approve the issuance of 2,000,000 Post Split Rule 144 restricted common shares of Rainforest Resources Inc. to Sumak Sacha Rain Forest SCC for the acquisition of 3178 hectares and timber and water rights located in Ecuador with an appraised value of \$ 3,500,000. USD.;

Resolved: to approve the issuance of 3,000,000 Post Split Rule 144 restricted common shares of Rainforest Resources Inc. to Rain Forest Ecuador S.A for the acquisition of 6587 hectares and 180 hectares with timber and water rights located in Ecuador with an appraised value of \$8 500,000. USD.

Resolved: To approve the issuance of 500,000 Post Split Rule 144 restricted common shares of Rainforest Resources Inc. to R & R Commercial S.A for the acquisition of controlling interest (98%) of the shares of R & R Commercial SA.

Resolved: to remove the entire Board of directors, and appoint Michael Nilsson as President and Director.

Resolved: to approve a name change of the company to (Rainforest Resources Inc.) and apply for trade symbol change to "RRI";

Resolved: to approve that Rainforest Resources Inc. be given the right to appoint up to five new directors including Michael Nilsson as President and Director, Garth Jensen as CFO and Director and Michael Kaine as Director;

Resolved: to cancel the Convertible Demand Note issued to Tropical II Ventures Ltd.SA in the amount of \$1,987,500. USD.

RESOLVED: that the Stockholders appoint (Michael Nilsson) and elect him President of the Corporation;

RESOLVED: that (Michael Nilsson), or his designee, is hereby authorized and directed to take any and all actions necessary or advisable to effect the foregoing immediately. and further:

Notice is hereby given that the stockholders of more than 51% of the outstanding shares of Common Stock of Amalgamated Gold & Silver Inc. ("AGS") have agreed to take action by written consent; to approve an amendment to Amalgamated Gold & Silver Inc.'s Articles of Incorporation and the unwinding of the Amalgamated Gold & Silver Inc. sale and purchase agreements with the Mmelesi Investments & Logistics Ltd. (Pty) and Mmelesi Metals Ltd. (Pty) to rescind the all notes and stock of Amalgamated Gold & Silver Inc. which was issued to acquire the Property and further to effect a corporate name change.

The rescinding of the issuance of 149 series "D" shares will have the effect of decreasing the total number Series "D" Preferred stock issued and outstanding from 150 shares, to 2 shares.

The corporate name change will be effected by the filing of an amendment to the Company's Amended Articles of Incorporation with the Secretary of State of the State of Florida (the "Amendment"). The record date is Nov. 27, 2015. Holders of a majority of our outstanding common stock owning approximately 86% of the outstanding shares of our Common Stock (the "Majority Stockholders"), have executed a written consent in favor of the actions described above. This consent will satisfy the stockholder approval requirement for the proposed action. Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the proposals will not be adopted until a date at least 20 days after the date on which this Information Statement has been disseminated to the stockholders. The Company anticipates that the actions contemplated herein will be effected on or about the close of business on Dec. 18, 2015.

The Company has asked or will ask brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of the Common Stock held of record by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

WE ARE NOT ASKING FOR YOUR PROXY. Because the written consent of the Majority Stockholders satisfies any applicable stockholder voting requirement of the Florida Law and our Articles of Incorporation and By-Laws, we are not asking for a proxy and you are not requested to send one.

The accompanying Information Statement is for information purposes only and explains the terms of the amendment to our Amended Articles of Incorporation. Please read the accompanying Information Statement carefully.

By Order Majority of shareholders.

INFORMATION STATEMENT AND NOTICE OF ACTIONS TAKEN BY WRITTEN CONSENT OF THE MAJORITY STOCKHOLDERS

General Information

This Information Statement is being emailed on or about Nov. 27, 2015 to all stockholders of record of Amalgamated Gold & Silver Inc., a Florida corporation ("the Company"), as of the close of business on Nov. 27, 2015. It is being furnished in connection with the majority of shareholders approval of the reorganization of the company, a reverse stock split and the adoption of an amendment to the Corporation's articles of incorporation by the written consent to action in lieu of a meeting of the stockholders of a majority of the outstanding shares of the Corporation's common stock. The approval by the shareholders will not become effective until 20 days from the date this Information Statement is disseminated to our shareholders. A copy of the amendment to our articles of incorporation is attached to this document as Exhibit A.

The Majority of The Company's Stockholders approved the action to change the Company's corporate name from Amalgamated Gold & Silver Inc. to Rainforest Resources Inc. or other such available name. Management believes this name change better reflects the Company's business focus.

Further, the Majority of Stockholders approved the action to unwind the share exchange between Amalgamated Gold & Silver Inc. and Tropical II Ventures Ltd. SA and assignment thereof dated Jan. 15, 2015; all shares and demand notes approved to be issued or issued pursuant to the acquisition have been voluntarily returned to the company and cancelled.

Further, the Majority of Stockholders approved the action to unwind the sale purchase agreements between Amalgamated Gold & Silver Inc. and Mmelesi Logistics and Investments Ltd, (Pty) the dated Jan. 20, 2015; all shares approved to be issued or issued pursuant to the acquisition have been voluntarily returned to the company and cancelled

Further, the Majority of Stockholders approved the acquisition of the 3178 hectares' form Sumak Sacha Rain Forest SCC, 6087 hectares and 180 hectares, from Rain Forest Ecuador S.A, R&R Commercial S.A. and R&R Marketing AG approved the issue of 5,500,000 restricted common shares for the said acquisitions.

The elimination of the need for a special meeting of the shareholders to approve the Amendment is authorized by the Business Corporation Act of the State of Florida (the "Florida Law"). That the written consent of the holders of outstanding shares of voting capital stock, having not less than the minimum number of votes which would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on a matter were present and voted, may be substituted for the special meeting. According to Florida Law, a majority of the outstanding shares of voting capital stock entitled to vote on the matter is required in order to amend the Company's Articles of Incorporation. In order to eliminate the costs and management time involved in holding a special meeting and in order to effect the Amendment as early as possible in order to accomplish the purposes of the Company, the Majority of Stockholders of the Company voted to utilize the written consent of the majority shareholders of the Company.

Pursuant to regulations promulgated under the Securities Exchange Act of 1934, as amended, the amendments may not be effected until at least 20 calendar days after this Information Statement is sent or given to the Corporation's stockholders. The date on which this Information Statement was first sent to the shareholders is on, or about Nov. 27, 2015. The record date established by the Company for purposes of determining the number of outstanding shares of Voting Capital Stock of the Company was Nov. 25th, 2015 (the "Record Date"). We anticipate that the amendment will become effective on or after Dec. 18th, 2015 upon the filing of the amendment to the Corporation's articles of incorporation with the Florida Secretary of State.

The Company has asked or will ask brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of the Common Stock held of record

by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

WE ARE NOT ASKING FOR YOUR PROXY. Because the written consent of the Majority Stockholders satisfies any applicable stockholder voting requirement of the Florida Law and our Articles of Incorporation and By-Laws, we are not asking for a proxy and you are not requested to send one.

Outstanding Voting Stock of the Company

As of the Record Date, there were 925,666,732 + or - shares of Common Stock issued and outstanding. The Common Stock constitutes the outstanding class of voting securities of the Company. Each share of Common Stock entitles the holder to one (1) vote on all matters submitted to the shareholders.

There were 15,000,000 Series "C" Preferred Shares which entitles the holder to (10) votes for each share held and 1 Series "D" which entitles the holder to (4X) votes for each class or series of shares issued and outstanding divided by the number of Series "D" shares issued at the time of voting, on all matters submitted to the shareholders.

Security Ownership of Certain Owners and Management

The following Table sets forth the Common Stock ownership information as of October 30th, 2015 with respect to (i) each person known to the Company to be the beneficial owner of more than 5% of the Company's Common and Preferred Stock, (ii) each director of the Company, (iii) each person intending to file a written consent to the adoption of the Amendment described herein, and (iv) all directors, executive officers and designated shareholders of the Company as a group. This information as to beneficial ownership was furnished to the Company by or on behalf of each person named.

Beneficial Ownership

Name Ownership (i)	Number of Shares	Percent
Whitehall Trust (iii) (iv)	450,000,000	48.6%
Max Taouil (ii) (iii)	350,000,000	37.8%
All Directors and Executive (II) Officers as a Group (3 persons) (Max Taouil)		37.8%

(1) Such figures are based upon 925,666,932 +or- issued and outstanding shares.

Footnotes

All classes of stock referred to are common. There are 15,000,000 preferred series "C" shares with 10 to 1 voting rights, and 1 series "D" preferred share with 4 to 1 voting rights to all of the issued and outstanding shares divided by the # of preferred "D" shares issued and outstanding at the time of vote.

VOTE REQUIRED

The affirmative vote of the holders of a majority of the outstanding shares of common stock is required for a reverse stock split. The Corporation has obtained this approval through the written consent of stockholders holding a majority of the outstanding voting shares of its common stock. Therefore, an extraordinary meeting of the stockholders to approve a (1400 : 1) reverse stock split will not take place for this purpose.

PURPOSE AND EFFECT OF CORPORATE NAME CHANGE

The Corporation's Majority of Stockholders and the stockholders holding a majority of the voting power of its common stock have approved the change of our corporate name from "Amalgamated Gold & Silver Inc." to Rainforest Resources Inc. or other such name as is available by means of an amendment to the Corporation's articles of incorporation. The corporate name change will become effective upon the filing of an amendment to the Corporation's articles of incorporation with the Florida Secretary of State, which is expected to occur as soon as is reasonably practicable on or after the fifteenth (15th) day following the dissemination of this Information Statement to our stockholders.

REASONS FOR NAME CHANGE

The stockholders holding a majority of the voting power of the Corporation believe that changing our corporate name is in the best interests of the Corporation and our stockholders to better reflect our new business focus. The Corporations recently acquired the timber and water rights and property/s in Ecuador. The company will focus on the commercialization of harvesting the timber and will develop a bottling plant to commercialize the water rights.as well as register to trade carbon credits.

The voting and other rights that accompany the Corporation's securities will not be affected by the change in our corporate name. However, both our trading symbol, which is "BSCH.PK," and our CUSIP number and trading symbol may change as a result of the Corporation's name change.

Stockholders can exchange their stock certificates for new certificates representing the corporate name change with the corporation's transfer agent, STANDARD REGISTRAR & TRANSFER CO INC. 12528 SOUTH 1840 EAST, DRAPER, UT 84020. They will issue stock certificates

with the Company's new name as stock certificates are sent in upon transfers of shares by our existing stockholders.

VOTE REQUIRED

The affirmative vote of the holders of a majority of the outstanding shares of common stock is required for approval of the amendment to the articles of incorporation. The Corporation has obtained this approval through the written consent of stockholders holding a majority of the outstanding voting shares of its common stock. Therefore, an extraordinary meeting of the stockholders to approve the name change and the amendment to the articles of incorporation is unnecessary and will not take place for this purpose. A copy of the amendment is attached to this Information Statement as Exhibit A.

No Dissenter's Rights

Under Florida Law, our dissenting shareholders are not entitled to appraisal rights with respect to our amendment, and we will not independently provide our shareholders with any such right.

Conclusion

As a matter of regulatory compliance, we are sending you this Information Statement which describes the purpose and effect of the Amendment. Your consent to the Amendment is not required and is not being solicited in connection with this action. This Information Statement is intended to provide our stockholders information required by the rules and regulations of the Securities Exchange Act of 1934.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THE ATTACHED MATERIAL IS FOR INFORMATIONAL PURPOSES ONLY.

For the Majority of Stockholders of Amalgamated Gold and Silver Inc.

Date: November 27, 2015

A handwritten signature in black ink, appearing to be 'Garth Jensen', written in a cursive style.

By: Garth Jensen CFO

EXHIBIT A

AMENDMENT TO ARTICLES OF INCORPORATION OF AMALGAMATED GOLD & SILVER INC.

The undersigned, being the acting President of AMALGAMATED GOLD & SILVER INC., a corporation existing under the laws of the State of Florida, does hereby certify under the seal of the said corporation as follows;

“FIRST”: The name of the Corporation (hereinafter referred to as the "Corporation") is Amalgamated Gold and Silver Inc. the Company's Articles of Incorporation were filed with the Florida Secretary of State.

"SECOND": The following amendments to its Articles of Incorporation were adopted by majority consent of shareholders of the Corporation in the manner prescribed by applicable law and is hereby amended by replacing Article (1) NAME, in its entirety, with the following:

1. Article 1: Name of the Incorporation

The name of the Corporation is “Rainforest Resources Inc.”

2. Article IV: shall have the following amendments replacing Article IV Common Stock and Series A, C and D Preferred Stock in their entirety with the following:

Common Stock

On August 2, 2012 the company received FINRA approval to announce the Company name change to Amalgamated Gold & Silver Inc. and a 50:1 reverse split of the Common Stock. Upon the effective date, August 1, 2012 the issued and outstanding common shares of the corporation will be 666,792 +or-.

On September 4, 2012 the Company issued a treasury order to issue 15,000,000 common share for receipt and cancellation of 15,000,000 class “C” Preferred shares convertible on a 1:1 basis.

Sept. 1 2012 the issued and outstanding common shares of the corporation is 15,666,792

On Oct. 21, 2013 the Board of Directors approved a Consulting Employment Agreement with Abraham Villagran and the issue of 400,000,000 common restricted shares.

Increasing the number of shares outstanding by 400,000,000 shares.

On Oct. 22, 2103 the Board of Directors unanimously approved the partial conversion of the Convertible Promissory Note issued to Terrence Hunter, insofar as it was assigned to Robert Johnson in the amount of \$4,000.00, which conversion will be at the rate of \$0.0001 per share

or 40,000,000 shares of Common Stock.

Increasing the number of shares outstanding by 40,000,000 shares.

On Mar. 2, 2014, the Board of Directors unanimously approved the partial conversion of the Convertible Promissory Note issued to Terrence Hunter, insofar as it was assigned to Robert Johnson in the amount of \$4,000.00, which conversion will be at the rate of \$0.0001 per share or 40,000,000 shares of Common Stock.

Increasing the number of shares outstanding by 40,000,000 shares.

Subsequent to the above actions the share structure of Amalgamated Gold and Silver Inc. as at October 23, 2014 is;

Authorized: 1,000,000,000

Issued and Outstanding: 495,666,932

On January 26, 2015 the Board of Directors approved a Consulting Employment Agreement with Max Taouil and the issue of 350,000,000 common restricted shares.

Increasing the number of shares outstanding by 350,000,000 shares.

On January 26 2015, the Board of Directors unanimously approved the partial conversion of the Convertible Promissory Note issued to Terrence Hunter, insofar as it was assigned to Robert Johnson in the amount of \$4,000.00, which conversion will be at the rate of \$0.0001 per share or 40,000,000 shares of Common Stock.

Increasing the number of shares outstanding by 40,000,000 shares.

Subsequent to the above actions the share structure of Amalgamated Gold and Silver Inc. as at January 26, 2015 is;

Authorized: 1,000,000,000

Issued and Outstanding: 925,666,932

On Nov. 10, 2015 by Consent to action in lieu of meeting of the stockholders of Amalgamated Gold and Silver Inc. resolved to accept the voluntary surrender of 350,000,000 and 400,000,000 restricted shares of Amalgamated Gold & Silver Inc. to be cancelled and returned to treasury. Decreasing the number of common shares outstanding by: 750,000,000

On Nov. 27, 2015 by Consent to action in lieu of meeting of the stockholders of Amalgamated Gold and Silver Inc. resolved to effect a reverse split of 1400:1 of the companies issued and outstanding common shares.

Subsequent to the above actions the share structure of Amalgamated Gold and Silver Inc. as at

November 27, 2015 is or will be;

Authorized: 1,000,000,000

Issued and Outstanding: 125,115 +or-

On Nov. 27, 2015 by way of Consent to action in lieu of meeting of the stockholders of Amalgamated Gold and Silver Inc. it was resolved to issue 5,500,000 restricted 144 common shares for the aforementioned acquisitions.

Subsequent to the above actions the share structure of Amalgamated Gold and Silver Inc. as at

November 27, 2015 is or will be;

Authorized: 1,000,000,000

Issued and Outstanding: 5,625,115 +or-

Preferred Stock

Authorized: 150,000,000

Series 2001 Preferred

On Nov. 27, 2015 all Preferred 2001 shares authorized but not issued are cancelled and returned to treasury. Namely the 42,470 shares as depicted in the company financial statements.

Series 2001A Preferred stock - - 0

Series 2001B Preferred stock - - 0

Series C Preferred Stock

On September 4, 2014 the Company received Preferred Certificate # 004 issued to Whitehall Trust, November 17, 2009 for 30,000,000 Preferred Series "C" shares of Balmoral FX Systems Inc. (company former name) these shares carried 10:1 voting rights and 1:1 conversion rights after November 17, 2010.

On Sept. 04, 2015 Whitehall Trust requested that the Company convert and have issued 15,000,000 Preferred to 15,000,000 common free trading shares and issue 15,000,000 new Series "C" preferred shares of Amalgamated Gold & Silver Inc. with 10:1 voting rights and convertible to common shares on a 1:1 basis any time after November 17, 2010.

The company has passed a corporate resolution and issued a Treasury Order to fulfill the above request. Subsequently, the common shares of the company will be increased by 15,000,000 million shares and the Preferred Series "C" will be reduced to 15,000,000. The effective date for the conversion and issuance of the said shares is September 5, 2012.

Upon this conversion there remains 15,000,000 Series C preferred shares issued and outstanding with 10:1 voting rights and convertible to common shares on a 1:1 basis.

Class D Preferred Stock

Authorized: 100,000

On Oct. 21, 2013 The Board of Directors approved the amending of the bylaws and authorized 100,000 Series D Preferred shares and the issue of 1 series D Proffered share to White Hall Trust.

Increasing the Preferred Series D shares outstanding by 1 share.

On January 11, 2015 the company approved and issued 99 series D preferred share to complete the acquisition of the San Antonio de Turiri antimony mine in Potosi Bolivia.

Increasing the Preferred Series D shares outstanding by 99 shares.

As at January 28, 2015 there are 100 series D preferred shares issued and outstanding.

On Feb. 17, 2015 the company approved and issued 50 series d preferred shares in trust to Whitehall Trust to complete the acquisition of 100% of the shares of Mmelesi Investment and Logistics (Pty) Ltd. and Mmelesi Metals (Pty) Ltd.

On Nov. 27, 2015 by Consent to Action in Lieu of Meeting of the stockholders of Amalgamated Gold and Silver Inc., 149 shares of series D preferred shares were canceled and returned to treasury and further approved the issuance of 1 series D preferred share.

As at Nov. 27, 2015 there are 2 shares of series D preferred stock issued and outstanding.

The Amendment of the Articles of Incorporation herein certified has been duly adopted by the Consent to Action in Lieu of Meeting of the stockholders of Amalgamated Gold and Silver Inc. approving the amendment, in accordance with the Business Corporations Act of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment of the Corporation's Articles of Incorporation, as amended, to be signed by Michael Nilsson, President, this Nov. 27, 2015, and affirm that the statements contained herein are true under penalties of perjury.

AMALGAMATED GOLD & SILVER INCSYSTEMS INC.

Michael Nilsson
President and Director