

P92 000004061

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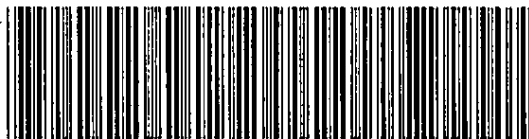
(Business Entity Name)

(Document Number)

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17 OCT 11 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rainforest Resources Inc.

DOCUMENT NUMBER: P9200004064

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

Rainforest Resources Inc.

Firm/ Company

316 Tarpon Street

Address

Anna Maria, Florida 34216

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

17 OCT 11 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rainforest Resources Inc.

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

P9200004064

(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:

_____ 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: _____, Florida _____
(City) (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	<u>PT</u>	<u>John Doe</u>
☐ Remove	<u>V</u>	<u>Mike Jones</u>
☒ Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
2) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
3) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
4) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
5) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
6) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

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

Please see attached: Amendments to the Articles of Incorporation of Rainforest Resources Inc.

[illegible]

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

Please see attached.

[illegible]

September 15, 2017

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.

October 10, 2017
Dated _____

Signature Michael Nilsson
(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)

Michael Nilsson

(Typed or printed name of person signing)

President and Director

(Title of person signing)

AMENDMENT TO ARTICLES OF INCORPORATION OF RAINFOREST RESOURCES INC.

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

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

Common Stock

On Nov. 27, 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: 125,476 + 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: 5,625,476 + or -

On April 5, 2016 the board of directors resolved to issue 27,000,000 restricted shares for the purchase of 12,000 hectares in Ecuador.

Subsequent to the above actions the share structure of Rainforest Resources Inc. as at;

April 8th. 2016 is or will be: 32,625,476 + or -

On April 7, 2016 the company passed a corporate resolution approving the conversion of 15,000,000 series C preferred shares on a one for one basis as per the conversion rights and issued a Treasury Order to fulfill the above.

Subsequent to the completion above actions the share structure of Rainforest Resources Inc. is or will be: 47,625,476 + 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 - - 0

Series 2001B Preferred - - 0

Series C Preferred Stock

On Sept. 04, 2012 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.

On April 6, 2016 Whitehall Trust submitted Preferred C certificates # 006 requesting that the Company convert the 15,000,000 Preferred C shares to common free trading shares on a 1:1 basis as per the conversion rights.

On April 7, 2016 the company passed a corporate resolution approving the conversion 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 zero (0). The effective date for the conversion and issuance of the said shares is Mar. 15, 2016.

Upon the above conversion there will be zero (0) Series C preferred shares issued and outstanding.

Series 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 HallTrust.

Increasing the Preferred Series D shares outstanding by 1 share.

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.

On Nov.30, 2015 the Company received series D preferred certificate# 001 in the name of Whitehall Trust with instruction that it be cancelled and returned to treasury.

As at Nov. 30, 2015 there are or will be 1 shares of series D preferred stock issued and outstanding.

The Amendment of the Articles of Incorporation herein certified has been duly adopted by the Board of Directors of Rainforest Resources 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, signed by Michael Nilsson, President, this September 15, 2017 and affirm that the statements contained herein are true under penalties of perjury.

RAINFOREST RESOURCES INC.

A handwritten signature in black ink, appearing to read "Michael Nilsson", written in a cursive style.

Michael Nilsson
President and Director