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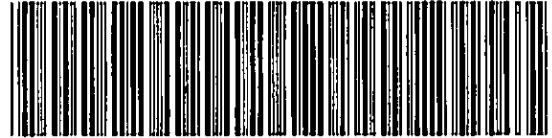
(Business Entity Name)

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R. WHITE

JUN 21 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TROPHY RESOURCES, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

JOSEPH C. CANOUSE

Name of Contact Person

TROPHY RESOURCES, INC.

Firm/ Company

800 COOPER SANDY COVE

Address

ALPHARETTA, GA 30004

City/ State and Zip Code

JOE@THINKPINKLLC

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

For further information concerning this matter, please call:

JOSEPH CANOUSE

Name of Contact Person

at (404)

444-7855

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

TROPHY RESOURCES, INC.

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

(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:

NA *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)

800 COOPER SANDY COVE

ALPHARETTA, GA 30004

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

800 COOPER SANDY COVE

ALPHARETTA, GA 30004

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

N/A

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

1) <input type="checkbox"/> Change	<u>N/A</u>		
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u> </u>		
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u> </u>		
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5) <input type="checkbox"/> Change	<u> </u>		
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6) <input type="checkbox"/> Change	<u> </u>		
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<input type="checkbox"/> Remove			

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

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

Article IV is hereby deleted in its entirety and amended to include the following:

Capital Stock: The total number of shares of common stock which the Company shall have the authority to issue is Five Billion (5,000,000,000) shares, par value \$0.001, with 100,000,000 Common B shares having 10-1 voting rights. The number of preferred stock which the Company shall have the authority to issue is Twenty Million (20,000,000) preferred stock no par value. The Board of Directors have the right to determine the classes, rights and preferences of the preferred stock. The holders of Series A Preferred Shares, no par value (the "Series A Preferred Shares") of Trophy Resources, Inc., (the "Company") shall have the following rights and preferences:

1. Designation and Amount. The number of shares constituting the series of Series A Preferred Shares shall be 1,000,000
2. Dividends. In the event that any dividends (stock or cash) are declared with respect to the common stock of the Company (common A shares and common B shares, collectively the "Common Shares"), the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid such dividend available for distribution to its common shareholders, an amount that the holder of Series A Preferred Shares would have received if the Series A Preferred Shares had been converted into common A shares of the Company (in an amount of Common A shares equal to the number of voting rights of Series A Preferred Shares) immediately prior to such dividend.
3. Liquidation, Dissolution or Winding Up. (See Attached)

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)

N/A

May 4, 2021

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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ 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)

May 5, 2021
Dated _____

Signature _____
(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)

Joseph C. Canouse

(Typed or printed name of person signing)

Chairman & Chief Executive Officer

(Title of person signing)

**CERTIFICATE OF DESIGNATION
OF SERIES A PREFERRED SHARES
OF TROPHY RESOURCES, INC.**

The holders of the Series A Preferred Shares, no par value (the "Series A Preferred Shares") of TROPHY RESOURCES, INC. (the "Company") shall have the following rights and preferences:

1. Designation and Amount. The number of shares constituting the series of Series A Preferred Shares shall be 1,000,000.
2. Dividends. In the event that any dividends (stock or cash) are declared with respect to the common stock of the Company (common A shares and common B shares, collectively, the "Common Shares"), the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid such dividend available for distribution to its common shareholders, an amount that the holder of the Series A Preferred Shares would have received if the Series A Preferred Shares had been converted into common A shares of the Company (in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares) immediately prior to such dividend.
3. Liquidation, Dissolution or Winding Up.
 - a. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company (each a "Liquidation Event"), the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders, upon a Liquidation Event, an amount that the holder of the Series A Preferred Shares would have received if the Series A Preferred Shares had been converted into common A shares of the Company (in an amount of common A shares equal to the number of voting rights of the Series A Preferred Shares) immediately prior to the Liquidation Event.
 - b. The merger or consolidation of the Company into or with another corporation, the merger or consolidation of any other corporation into or with the Company, in each case in which the holders of the Common Stock and Series A Preferred Shares and any other voting capital shares of the Company prior to such consolidation or merger do not hold at least 51% of the combined voting power of the surviving person in such merger or consolidation, or the sale, conveyance, mortgage, pledge or lease of all or substantially all the assets of the Company to a person, other than a company 51% or more of the voting power of which is owned by the Company, shall be deemed to be a liquidation, dissolution or winding up of the Company for purposes of this Section 3. As used herein, "voting power" means the votes entitled to be cast by the holders of securities of any class or classes of a corporation the holders of which are ordinarily, in the absence of contingencies, entitled to elect a majority of the corporate directors (or persons performing similar functions).
4. Voting. Each issued and outstanding Series A Preferred Share shall be entitled to the number of votes equal to: (i) 1.01 multiplied by the result of: (A) the number of shares of common A shares of the Company issued and outstanding at the time of such vote; plus (B) the number of shares of common B shares of the Company issued and

outstanding at the time of such vote multiplied by 10; divided by, (ii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Holders of Series A Preferred Shares shall vote together with the holders of Common Shares as a single class.

5. Protective Provisions. At any time when shares of Series A Preferred Stock are outstanding, the Company shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or the Articles of Incorporation) the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class: (i) liquidate, dissolve or wind-up the business and affairs of the Company, effect any deemed liquidation event, or consent to any of the foregoing; or (ii) create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock or increase the authorized number of shares of Series A Preferred.
6. The Company shall not amend, alter or repeal the Series A Preferred Shares, special rights or other powers of the Series A Preferred Shares so as to affect adversely the Series A Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series A Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

IN WITNESS WHEREOF, TROPHY RESOURCES, INC. has caused this Certificate of Designation of the Series A Preferred Shares to be signed and attested to by its duly authorized officers as of the 4th day of May 2021.

TROPHY RESOURCES, INC.

By: 

Name: Joseph C. Canouse

Title: Chairman and Chief Executive Officer