

G48025

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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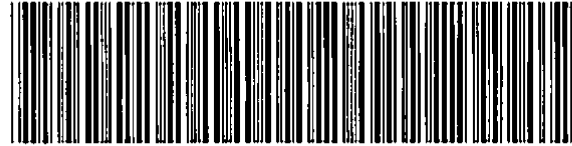
(Business Entity Name)

(Document Number)

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DEC 17 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GME INNOTAINMENT, INC.

DOCUMENT NUMBER: G48025

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

Please return all correspondence concerning this matter to the following:

Yves R. Michel

Name of Contact Person

GME Innotainment, Inc.

Firm/ Company

208 East 51st Street, Suite 170

Address

New York, NY 10022

City/ State and Zip Code

Info@sustainableresources.com

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

For further information concerning this matter, please call:

Yves R. Michel

at 212

508-2130

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
2019 NOV 15 PM 1:51

GME Innertainment, Inc.

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

G48025

(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 PT John Doe
☐ Remove V Mike Jones
☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Darcy Rai	208 East 51st Street Suite 170 New York, NY 10022
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Ryan Veillet	208 East 51st Street Suite 170 New York, NY 10022
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

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Article 3, Capital Stock, Section 1: Increasing the authorized shares of the Company's common stock from 375,000,000 to 2,000,000,000.

**WRITTEN CONSENT OF SHAREHOLDERS
IN LIEU OF MEETING
(Florida Business Corporation Act Section 607.0704 (1))**

OF

**GME Innotainment, INC.
A Florida Company**

The undersigned, being shareholders (the "Shareholders") of GME Innotainment, Inc., a Florida corporation (the "Company"), holding no less than a majority of the outstanding Common Stock (as defined below) shares of the Company, hereby waive all requirements as to notice of meeting and hereby consent and agree to the adoption of the resolutions set forth below in lieu of taking such action at a formal special meeting, pursuant to Section 607.0704(1) of the Florida Business Corporation Act ("FBCA");

WHEREAS:

- A. The Company's Shareholders wish to adopt and approve the actions (the "Actions") set forth fully herein as it deems the Actions to be in the best interests of the Company on a going-forward basis.
- B. This Resolution authorizes the Company's Board of Directors to take the following Actions which shall become effective immediately.

IT IS RESOLVED THAT:

1. ENTER INTO SHARE EXCHANGE AGREEMENT AND CREATE SERIES A PREFERRED STOCK.

RESOLVED: that the Company is hereby authorized and directed to enter into that certain Securities Exchange Agreement dated on or about the date hereof, with holders of the membership interests of Foundation Farms, Corp. (the "FFC") and FFC (substantially in the form attached hereto as Exhibit A, the "Agreement"), in connection with the purchase of controlling interest of FFC, and the issuance of a new series of convertible preferred stock of the Company, designated as SERIES A 8% CONVERTIBLE PREFERRED STOCK (substantially in the form attached hereto as Exhibit B, the "Series A Preferred"), that may be convertible into shares of common stock, \$0.001 par value per share, of the Company, upon the terms and subject to the limitations and conditions set forth in Series A Preferred Certificate of Designations (the "Series A Preferred Designations"), in favor of the sellers of FFC in the amounts set forth in Exhibit C hereof (the "Series A Preferred Issuance");

RESOLVED FURTHER: That the registrar and transfer agent of the Company is authorized to issue certificates representing said Shares to aforementioned persons.

RESOLVED FURTHER: That as said shares are being issued pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933 and that said shares represent "Restricted Securities" and the share certificate shall bear the following legend:

"THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE SOLD, TRANSFERRED,

HYPOTHECATED OR OTHERWISE ASSIGNED EXCEPT PURSUANT TO A REGISTRATION STATEMENT WITH RESPECT TO SUCH SECURITIES WHICH IS EFFECTIVE UNDER SUCH ACT AND UNDER ANY APPLICABLE STATE SECURITIES LAWS UNLESS, IN THE OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE CORPORATION, AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF SUCH ACT AND STATE SECURITIES LAWS IS AVAILABLE."

2. DESIGNATE PREFERRED SERIES C STOCK.

RESOLVED: That the Corporation shall be authorized to issue 375,000,000 shares of capital stock, of which 374,000,000 shares shall be common stock, par value \$.001 per share ("Common Stock"), and 1,000,000 shares shall be preferred stock, par value \$.001 per share ("Preferred Stock") of which the Corporation designates that One Hundred Thousand (100,000) of such shares being designated as Series A Preferred Stock. The designation, powers, privileges, preferences and rights of the shares of such Series A Preferred Stock and its respective qualifications, limitations and restrictions thereof are as defined in the Certificate of Designations attached as Exhibit B: hereto.

3. ACCEPT APPOINTMENTS OF DIRECTORS.

RESOLVED: that the Company is hereby authorized and directed in connection with the execution and delivery of the Agreement and the issuance of the Series A Preferred, the Board of Directors of the Company shall appoint Darcy Rai and Ryan Viellet as Directors of the Company (the "Director Appointments"), all effective as of the closing date set forth in the Agreement. The Officers and Directors shall be as set forth below:

Yves R. MichelCEO / President
Yves R. Michel.....CFO / Treasurer
Yves R. Michel.....Secretary
Yves R. Michel.....Director
Darcy Rai..... Director
Ryan Viellet..... Director

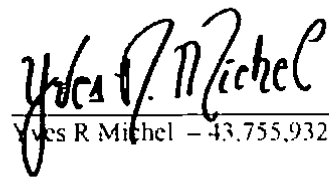
4. OMNIBUS RESOLUTION.

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of the Company, to take any and all actions reasonably necessary or appropriate to carry out the intent of the above resolutions, including the execution of documents, issuance of share certificates, warrants, debentures and making any filings with federal and state securities authorities as they deem necessary or appropriate, and that any and all actions taken by the officers in connection therewith are hereby ratified, confirmed, and approved.

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of a Resolution duly passed by the written consent of the Shareholders of GME Innotainment, Inc., and that the said Resolution is now in full force and effect. That the undersigned, being Shareholders of the Company holding no less than a majority of the outstanding Common Stock shares of the Company, hereby execute this Written Consent of Shareholders in Lieu of Meeting, with respect to the Shares owned by them or which they have the right to vote in favor of the adoption of this resolution, which number of shares is specified below their signature on the relevant signature page of this consent, and shall have the same

force and effect as a Shareholder vote at a duly called meeting of the Shareholders and shall be filed with the minutes of proceedings of the Shareholders in the corporate records.



Yves R Michel – 43,755,932 Common Shares (60%)

11/5/2019

Dated

November 4, 2019

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

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)

Yves R. Michel

(Typed or printed name of person signing)

President and Director

(Title of person signing)