

N11000000 7083

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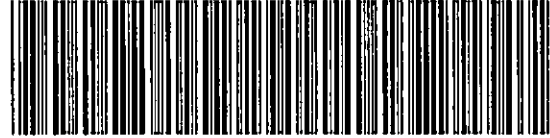
(Business Entity Name)

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2019 FEB -7 PM 3:09
FEB 11 2019

Amend/cis

FEB 11 2019
FALLBROTHER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GLORY OVER DEFEAT, INC.

DOCUMENT NUMBER: N11000007083

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

Please return all correspondence concerning this matter to the following:

KATRINA LADSON

(Name of Contact Person)

HIDDEN TREASURES BUSINESS AND FINANCE EMPORIUM LLC

(Firm/ Company)

5975 W. SUNRISE BLVD, SUITE 106

(Address)

SUNRISE, FL 33313

(City/ State and Zip Code)

GLORYOVERDEFEAT@GMAIL.COM

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

For further information concerning this matter, please call:

KATRINA LADSON

954.770.3838

at

(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:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

GLORY OVER DEFEAT, INC.

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

N11000007083

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For 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" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

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)

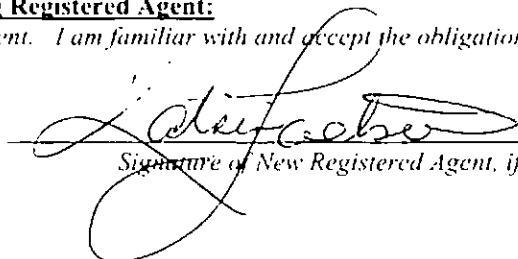
D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: HIDDEN TREASURES BUSINESS & FINANCE EMPORIUM LLC
5975 W. SUNRISE BLVD., SUITE 106
(Florida street address)

New Registered Office Address:
SUNRISE, Florida 33313
(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

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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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change <u>X</u> <u> </u> Add <u> </u> Remove	<u>CFO</u>	<u>WILSON, LESLIE</u>	<u>250 NW 182ND TERRACE</u> <u>MIAMI, FL 33169</u>
2) <u>X</u> <u> </u> Change <u> </u> Add <u> </u> Remove	<u>C/S</u>	<u>JEAN-MARY, ROSE L L</u>	<u>PO BOX 380732</u> <u>MIAMI, FL 33238</u>
3) <u> </u> Change <u> </u> Add <u>X</u> <u> </u> Remove	<u>VP</u>	<u>LAGRANDUER, ROBERTA</u>	<u>850 NE 178TH TERRACE</u> <u>NORTH MIMAI BEACH, FL</u> <u>33162</u>
4) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

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

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

AMENDING ARTICLE III - PLEASE SEE ATTACHED

ADDING ARTICLE VI, VII, VIII, IX, X - PLEASE SEE ATTACHED

Article III

Section A.

The purpose of the organization shall be to provide after-school tutoring and mentoring services to youth, tuition assistance for college students, host food drives, health screenings and outreach events to the underprivileged as well as travel on missionary trips. In addition to transacting any and all lawful business for which corporations may be incorporated under the Florida Not-For-Profit Corporation Act. The corporation is organized exclusively for charitable, religious, educational and specific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section B.

No part of the net earnings of the organization shall incur to the benefit of, or be distributable to its directors, trustees, officers, or any other private individual (except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign in behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section C

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state and local government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VI

The corporation shall have (3) Director(s) initially. The number of director(s) may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws, but shall always be at least (1) one, but not more than (7) seven.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and serves at the request of the corporation, as a director or officer of any other corporation from against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expense reasonably incurred by him in connection with any such claim or liability provided that no person shall indemnified against, or to be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual, or any firm of which any director may be a member party, party to, or may be peculiarly or to otherwise interested in any contract or transaction of the corporation, provided the fact that the interest should be disclosed or should have been known to the Board of Directors at which action upon such contract or transaction shall the corporation indemnify and hold harmless each person who shall serve any time hereafter as a director or officer of the corporation from against any and all claims and liabilities to which such person shall

become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expense reasonably incurred by him in connection with any such claim or liability provided that no person shall indemnified against, or to be reimbursed for, any expense incurred in connection with any claim and liability as to which it shall be adjudge that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

Any director, individual, or any firm of which any director may be a member, party to, or may be peculiarly or to otherwise interested in any contract or transaction of the corporation, provided the fact that the interest should be disclosed or should have been known to the Board of Directors at which action upon any such contract or transaction shall be taken, an any director of the corporation who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such director or officer of such other corporation or not so interested.

Article VII

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

CEO

ARRE, SONNY
850 NE 178TH TERRACE
NORTH MIAMI BEACH, FL 33162

CHAIRMAN / SECRETARY

JEAN-MARY, ROSE
PO BOX 380732
MIAMI, FL 33238

CFO

WILSON, LESLIE
250 NW 182ND TERRACE
MIAMI, FL 33169

Article VIII

These Articles of Incorporation may be amended in the manner by law.
Every amendment shall be approved by the Board of Directors.

Article IX

Upon election of the first Board of Directors by the President, such Board of Directors manages the business affairs of this corporation without the necessity of other authority. Any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of the majority of the Board of Directors.

Article X

The private property of the officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

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 members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/30/19

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SONNY ARRE
(Typed or printed name of person signing)

CEO
(Title of person signing)