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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PROTEGE PROJECTS INTERNATIONAL INC.

DOCUMENT NUMBER: N17000010300

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

Please return all correspondence concerning this matter to the following:

LISA DARLING

(Name of Contact Person)

(Firm/ Company)

PO BOX 10271

(Address)

RIVIERA BEACH, FL 33419-0271

(City/ State and Zip Code)

PROTEGE@PROTEGECONSULTANTS.COM

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

For further information concerning this matter, please call:

LISA DARLING

561-291-9711

(Name of Contact Person)

at (Area Code) (Daytime Telephone Number)

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

- | | | | |
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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input 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
PROTEGE PROJECTS INTERNATIONAL INC. (A Corporation Not for Profit)

FILED
SEP 30 AM 9:01
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

We, the undersigned persons of the State of Florida, each being current officers of PROTEGE PROJECTS INTERNATIONAL INC., a corporation not for profit, hereby adopt the following Articles of Amendment to Articles of Incorporation of PROTEGE PROJECTS INTERNATIONAL INC., a corporation not for profit. The Articles of Amendment were adopted by the members and the number of votes cast for the Articles of Amendment was sufficient for approval.

ARTICLE I NAME

The name of this corporation shall be: PROTEGE PROJECTS INTERNATIONAL INC.

ARTICLE II PURPOSES

The general nature of the objects and purposes of this corporation shall be to constitute and function as a community organization dedicated to enhance the quality of life in our community through individual, youth and family services, community programs, and partnerships with other organizations; to create, foster, promote, and maintain educational and collaborative projects in order to advance socio-economical and sociocultural outcomes. No part of the net earnings of the corporation shall inure to the benefit of any individual or member except that the Corporation shall be empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by: (a) a Corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law; or (b) a Corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE X BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization(s) which themselves are exempt as organizations described in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE XII AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XIII NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of any individual or member except that the Corporation shall be empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by:

(a) a Corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law; or

(b) a Corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

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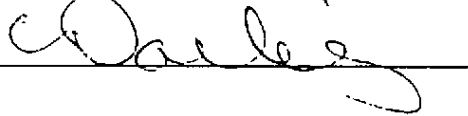
ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a part of or to which he/she may become involved by reason of his/her being or having been a Director or Officer of the corporation, whether or not he/she is a Director or Officer at the time such expenses are

incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled to under Florida law.

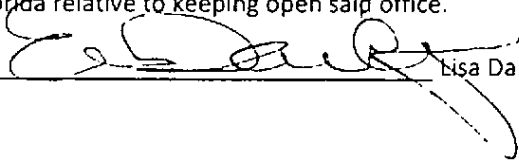
IN WITNESS WHEREOF, we the undersigned subscribing Incorporators, have hereunto set our hands and seals, this 22th day of August, 2019, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

signed

A handwritten signature in black ink, appearing to read "Lisa Darling", written over a horizontal line.

HAVING BEEN NAMED the Registered Agent for this Corporation to accept service of process at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the laws of Florida relative to keeping open said office.

By: signed

A handwritten signature in black ink, appearing to read "Lisa Darling", written over a horizontal line.

Lisa Darling (Registered Agent)

08-22-2019

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 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 08-22-2019 _____

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)

LISA DARLING

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)