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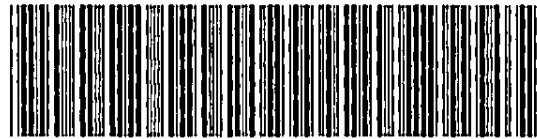
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Amend

JUN 18 2020

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sold Schools Inc

DOCUMENT NUMBER: N1900000 5348

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

Please return all correspondence concerning this matter to the following:

JAMES R. LAVIGNE
(Name of Contact Person)

AMERICAN LAWYERS INTERNATIONAL
(Firm/ Company)

6909 Old Hwy 441 S, Suite 109
(Address)

MT. DORA, FLORIDA 32757
(City/ State and Zip Code)

jlavigne@alawinternational.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAMES R. LAVIGNE at 407-316-9988
(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 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Amended Articles of Incorporation

of

SOLD Schools, Inc., a Florida Not for Profit Corporation

We, the undersigned, of full age, for the purpose of forming a religious, non-profit corporation under and pursuant to the provisions of Chapter 617 of the Florida Statutes, known as the Florida Nonprofit Corporation Act, and laws amendatory thereto, do hereby certify that at a regular meeting of the undersigned incorporators held on the 25th _ day of May, 2020 at 956 Southern Oak Lane, Apopka, Florida 32712, pursuant to the provisions of Chapter 617 of the Florida Statutes Annotated, did associate ourselves as a body corporation and did adopt the following Amended Articles of Incorporation. The undersigned initiators to these Amended Articles of Incorporation, desiring to form a not for profit corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits, and obligations conferred and imposed by the said laws and do hereby adopt the following Amended Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME & VISION

The name of the corporation shall be SOLD Schools, Inc., a Florida Not for Profit Corporation

Vision: Raising up God's Sons & Daughters

Mission: Hosting discipleship schools and events where students are disciplined into their God-given purpose and call.

What we do:

- Discipleship Schools
- Retreats
- Trainings
- Conferences
- Missions & Outreaches
- Church Gatherings
- Home Fellowships

ARTICLE II

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DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Amended Articles of Incorporation, with the Department of State, State of Florida.

ARTICLE III

PURPOSES AND POWERS

NON-PROFIT PURPOSES

Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code") pursuant to the provisions of Chapter 317A of the State Statutes Annotated, known as the State Nonprofit Corporation Act, and laws amendatory thereto, as enacted or hereinafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. There shall be no capital stock issued, and this corporation is not organized for profit, nor shall any person or member derive any benefit whatsoever, nor shall any pecuniary profit or benefit inure to the members of this corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as described in Article IV.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, or is not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Specific Objectives and Purposes. The purpose of this corporation shall be to establish and maintain a ministry as set forth in Article 2 above.

MEMBERSHIP

Any person who gives scriptural evidence of the saving faith in the Lord Jesus Christ, subscribes to the Statement of Beliefs as set forth in the Bylaws of the company and completes and adheres to the standards of the Membership Course, shall be eligible to be Members in this corporation. Membership may be revoked as provided in the Bylaws.

Officers. The officers of this corporation shall be provided by the bylaws of this corporation. The terms of office shall be a period as designated by the bylaws.

Autonomy. The Corporation is autonomous and maintains the right to govern itself and to conduct its own affairs, including without limitation, the calling of a Lead Pastor, the selection of leadership, and the implementation of its own ministries. The Corporation shall also have the right to purchase or acquire by gift, bequest or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, lease, or otherwise dispose of any real estate or property as may be necessary for the furtherance of its

purposes, and to exercise all other powers conferred upon it by its state of State, other applicable laws of the State of State.

GENERAL POWERS AND AUTHORITY

Section 1. This Corporation is organized as a Florida Not for Profit corporation under Chapter 609 of the Florida Statutes as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida Not for Profit Corporation Law, as in effect from time to time, including but not limited to the following purposes:

617.0302 Corporate powers.—Every corporation not for profit organized under this chapter, unless otherwise provided in its articles of incorporation or bylaws, shall have power to:

- (1) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
- (14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(16) Merge with other corporations or other business entities identified in s. 607.1108(1), both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.

Dissolution

"Dissolution" means the complete disbanding of the Corporation so that it no longer functions as a corporate entity. Upon the dissolution of the Corporation, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefore; (2) pursuant to a plan adopted by the board of directors, assets shall be transferred or conveyed to one or more domestic or foreign corporation, society, or organization that qualify as exempt organizations under section 501(c)(3) of the Code and are engaged in activities substantially similar to those of the corporation.

ARTICLE IV

INDEMNIFICATION

Article 10. Liability of Directors. To the fullest extent that the Florida Not-for-Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Indemnification.

(a) Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, employee, officer, or agent of the Corporation. Such indemnification shall include indemnification against expenses (including without limitation, attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the indemnified person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceedings, such person had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Corporation, unless, and then only to the extent that, the court in which such action or suite was brought shall determine upon application that despite the adjudication of liability, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of

the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) Approval. Any indemnification under paragraph (a) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because the person requesting indemnification has met the applicable standard of conduct set forth in Paragraph (a) above. Such determination shall be made (i) by majority vote of the members of Board of Directors who were not parties to such action, suit, or proceeding, if sufficient to constitute a quorum, or (ii) if a quorum of the Board is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, in a written opinion rendered by independent legal counsel engaged by the Corporation, or (iii) by a majority vote of the Members.

(c) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected director, officer, employee, or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article.

(d) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Bylaws, or any agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such person.

(e) Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Article 12. Interested Directors.

(a) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, or Corporation, or other organization in which one or more of its directors or officers are directors or officers have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board at which such contract or transaction was authorized, or solely because his, her, or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

(b) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which a contract or transaction with an interested director is to be considered.

ARTICLE V

INITIAL CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the Corporation is 956 Southern Oaks Lane, Apopka, FL 32712. The street address of the registered office of the Corporation is 200 W Yale Street, Orlando, Florida 32804. The name of the registered agent of this Corporation at that address is Daniel Mironichenko.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall be governed by a Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The names and addresses of the Directors and officers of this Corporation are:

Daniel Mironichenko - President and a Director
mironichenko777@gmail.com
(407) 432-1323
956 Southern Oak Lane
Apopka, FL 32712

Matthew McClusky - Vice President and a Director
Matthew.mccl@gmail.com
(904) 535-1527
7812 Fawn Brook Circle E
Jacksonville, FL 32256

Fidel Zelaya – CFO(Treasurer) and a Director
aslannm97@gmail.com
(321) 424-1672
7705 Sun Vista Way
Orlando, FL 32822

Lauren Safreed - Secretary
laurensafreed@aol.com
(330) 488-4061
1689 S Kirkman Rd
Orlando, FL 32811

ARTICLE VII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Not for Profit Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Amended Articles of Incorporation or any amendment hereto.

ARTICLE VIII

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Members, provisions are made as follows:

- (a) General authority is hereby conferred upon the Board of Directors of the Corporation, Meetings of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside the state of Florida.
- (b) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.
- (c) The Board of Directors shall have power from time to time to fix and establish budgets to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.
- (d) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.
- (e) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.
- (f) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.
- (g) The Board of Directors may elect various individuals, whether or not they are members of the Board of Directors, to serve the Corporation as officers. Said officer positions shall be described in the Corporation's Bylaws. Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.
- (h) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officers or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, Corporation or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, Corporation or corporation in which he may be in anywise interested.

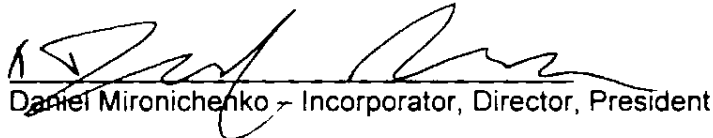
- (i) The Board of Directors may adopt a set of Bylaws which shall regulate further the affairs of this Corporation. The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Directors' meeting. The Bylaws of the Corporation may be amended or repealed at any Director's meeting.

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 : May 25, 2020

IN WITNESS WHEREOF, the below -named Incorporator, director and President has hereunto subscribed their names this 28th day of May, 2020 .


Daniel Mironichenko - Incorporator, Director, President

STATE OF FLORIDA
COUNTY OF Orange

Sworn to and subscribed before me this 28th day of May, 2020 by Daniel Mironichenko
who is well known to me or who produced his/her
Florida Driver's License as identification.


James R. Lavigne
Notary Public -- State of Florida/Commissioner for Oaths

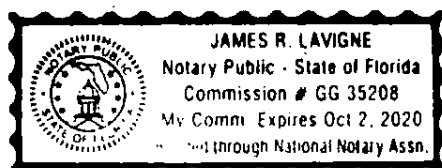
Personally Known

OR

Produced Identification

Type of Identification Produced DRIVER'S LICENSE


(Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND Ch. 609, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

SOLD Schools, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Apopka, Florida, has named Daniel Mironichenko at 956 Southern Oak Lane, Apopka, Florida 32712 as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

X 
Daniel Mironichenko, President, Director,

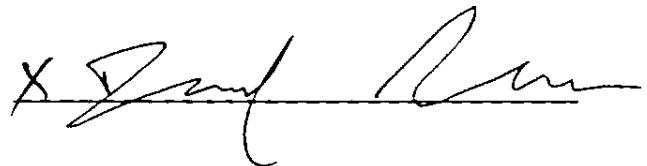
Incorporator

DATE:

05/28/2020

I SUBMIT THIS DOCUMENT AND AFFIRM THAT THE FACTS STATED HEREIN ARE TRUE. I AM AWARE THAT FALSE INFORMATION SUBMITTED IN A DOCUMENT TO THE DEPARTMENT OF STATE CONSTITUTES A THIRD DEGREE FELONY AS PROVIDED FOR IN CHAPTER 609 OF THE FLORIDA STATUTES.

SIGNATURE:

X 

Daniel Mironichenko, President, Director, -


Incorporator

DATE:

05/28/2020

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN Chapter 609 of the Florida Statutes, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

X 
Daniel Mironichenko, Registered Agent

DATE:

05/28/2020