

S. ROBERTS
MAR 11 2025

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Encompass Compliance Corp

DOCUMENT NUMBER: P00000055120

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

Please return all correspondence concerning this matter to the following:

Dilan Gonzalez
Name of Contact Person
Encompass Compliance Corp
Firm/ Company
408 Boonesville Bend
Address
Argyle, TX. 76226
City/ State and Zip Code
dilangonzalez@belisarianholdings.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dilan Gonzalez at (859) 576-5240
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

Articles of Amendment
to
Articles of Incorporation
of

Encompass Compliance Corp

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

P00000055120

(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

Check if applicable

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

FILED
2025 FEB -4 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FL

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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			_____

See attached

N/A

09/11/2024

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

09/11/2024

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)

October 29th, 2024

Dated _____

Signature Dilan Gonzalez
(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)

Dilan Gonzalez

(Typed or printed name of person signing)

Director

(Title of person signing)

CERTIFICATE OF DESIGNATION
of
SPECIAL 2024 SERIES A PREFERRED STOCK
of
ENCOMPASS COMPLIANCE CORP

ENCOMPASS COMPLIANCE CORP, a Florida corporation (hereinafter called the "*Corporation*"), hereby certifies that the following resolution was adopted by Cade Carter (the "*Custodian*"), the court appointed custodian of the Corporation pursuant to the Order Granting Application for Appointment of Cade Carter, as Custodian of ENCOMPASS COMPLIANCE CORP, granted in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida, case no CACE-24-003015 on July 24th, 2024. (the "*Order*").

RESOLVED, that pursuant to the authority granted to and vested in the Custodian in accordance with the provisions of the certificate of incorporation of the Corporation, as currently in effect, and the Order, the Custodian appointed Dilan Gonzalez as the Corporation's sole director, who in his role fixes the relative rights, preferences, and limitations of the Corporation's Special 2024 Series A Preferred Stock as follows:

Special 2024 Series A Preferred Stock

Section 1. *Designation and Amount.* The designation of this class of capital stock shall be "Special 2024 Series A Preferred", par value \$.001 per share (the "*2024 Series A Preferred Stock*"). The number of authorized shares of 2024 Series A Preferred Stock is one (1) share.

Section 2. *Voting Rights.* Except as otherwise required by law, the holder of the share of 2024 Series A Preferred Stock shall have the following rights:

(a) Number of Votes; Voting with Common Stock. Except as provided by Florida statutes or Section 2(b) below, the holder of the 2024 Series A Preferred Stock shall vote together with the holders of preferred stock (including on an as converted basis), par value \$.001, and common stock, par value \$.001 per share, of the Corporation (the "*Common Stock*") as a single class. The 2024 Series A Preferred Stock stockholder is entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis)) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The 2024 Series A Preferred Stock shall not be divided into fractional shares.

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers or other terms of the 2024 Series A Preferred Stock so as to affect adversely the 2024 Series A Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder of the 2024 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.

Section 3. *Conversion in to common shares*. The share of 2024 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 4,000,000 common shares. The holder of the 2024 Series A Preferred Stock can affect the conversion at any time. The conversion in to common is a right and conversion is not required.

Section 4. *Dividends, Liquidation*. The share of 2024 Series A Preferred Stock shall not be entitled to any dividends in respect thereof, and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.


Section 5. *No Impairment*. The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2024 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2024 Series A Preferred Stock against impairment.

Section 6. *Replacement Certificate*. In the event that the holder of the 2024 Series A Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2024 Series A Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2024 Series A Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2024 Series A Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2024 Series A Preferred Stock certificate.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by an officer thereunto duly authorized this 11th day of September, 2024.

ENCOMPASS COMPLIANCE CORP

By: Dilan Gonzalez

By: 
Name: Dilan Gonzalez
Its: President

ENCOMPASS COMPLIANCE CORP

RESOLUTION OF CADE CARTER AS COURT APPOINTED CUSTODIAN

The undersigned, being the director of ENCOMPASS COMPLIANCE CORP, a Florida corporation (the "Corporation"), acting in accordance with the powers vested in his position, hereby consents to the adoption of the following resolutions:

Certificate of Amendment

Dated: September 11, 2024

WHEREAS, Cade Carter, an individual, was appointed Custodian of the Corporation pursuant to an Order of the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida, case no CACE-24-003015 (the "Order")(the "Custodian")(See Exhibit A);

WHEREAS, pursuant to the Order, the Custodian is authorized to take any actions or behalf of the Corporation that are reasonable, prudent, or for the benefit of the Corporation.

WHEREAS, the Custodian deemed it to be in the best interest of the Corporation and its stockholders to appoint Dilan Gonzalez as the Corporation's Director

WHEREAS, Dilan Gonzalez deemed it to be in the best interest of the Corporation and its stockholders to adopt the following resolutions;

Pursuant to the Florida Statutes (the "Statutes"), the Articles of Incorporation of **ENCOMPASS COMPLIANCE CORP** (the "Corporation"), are amended as follows:

The undersigned President, Treasurer, and Secretary of the Corporation, does hereby certify:

WHEREAS, that the following amendments to the Articles of Incorporation were duly adopted.

NOW, THEREFORE:

RESOLVED, that the appropriate article shall be amended to allow the creation of a new class of preferred shares. The new class shall be called the Special 2024 Series A Preferred Shares.

RESOLVED, that the Special 2024 Series A Preferred Shares shall have the following designation:

Section 1. *Designation and Amount.* The designation of this class of capital stock shall be "Special 2024 Series A Preferred", par value \$.001 per share (the "2024 Series A Preferred Stock"). The number of authorized shares of 2024 Series A Preferred Stock is one (1) share.

Section 2. *Voting Rights.* Except as otherwise required by law, the holder of the share of 2024 Series A Preferred Stock shall have the following rights:

(a) Number of Votes; Voting with Common Stock. Except as provided by Florida statutes or Section 2(b) below), the holder of the 2024 Series A Preferred Stock shall vote together with the holders of preferred stock (including on an as converted basis), par value \$.001, and common stock, par value \$.001 per share, of the Corporation (the "Common Stock") as a single class. The 2024 Series A Preferred Stock stockholder is entitled to 60 percent rights of all votes and is (including, but not limited to, common stock, and preferred stock (including on an as converted basis)) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The 2024 Series A Preferred Stock shall not be divided into fractional shares.

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers or other terms of the 2024 Series A Preferred Stock so as to affect adversely the 2024 Series A Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder of the 2024 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.

Section 3. *Conversion in to common shares.* The share of 2024 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 4,000,000 common shares. The holder of the 2024 Series A Preferred Stock can affect the conversion at any time. The conversion in to common is a right and conversion is not required.

Section 4. *Dividends, Liquidation.* The share of 2024 Series A Preferred Stock shall not be entitled to any dividends in respect thereof, and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.

Section 5. *No Impairment.* The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2024 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2024 Series A Preferred Stock against impairment.

Section 6. *Replacement Certificate.* In the event that the holder of the 2024 Series A Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2024

Series A Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2024 Series A Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2024 Series A Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2024 Series A Preferred Stock certificate.

Consent

WHEREFORE, this Consent shall have the same force and effect as a majority vote cast at a meeting of the shareholders duly called, noticed, convened and held in accordance with the law, the Articles of Incorporation, and the Bylaws of the Corporation.

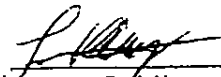
Effective date: September 11, 2024

As Director for ENCOMPASS COMPLIANCE CORP, Florida corporation



By: Dilan Gonzalez
Its: Director

Signed before me this 13th day of September, 2024



Notary Public

Exhibit A

1. Appointment of Custodian

IT IS ORDERED AND ADJUDGED, that Cade Carter ("Custodian") is appointed

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Case Number: GACE2400301

Custodian for the Respondent, Encompass Compliance Corp. ("Respondent"), for the handling of the respondent's corporate and financial affairs.