

PO4 000005979

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SEP 23 2015

C. CARROTHERS

Law Offices of
GREGORY M. WILSON

September 13, 2016

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Topaz Resources, Inc. P09000005979

Staff:

Enclosed are the following documents and funds:

1. Cover Letter (your form)
2. Articles of Amendment to Articles of Incorporation (your form)
3. Supplement to Articles of Amendment to Articles of Incorporation;
4. My check in the amount of \$43.75.

Please return a certified copy of the filed amendment.

Please call if there are any filing issues at (509)991-8575 P.S.T.

Sincerely,



Gregory M. Wilson
Attorney at Law

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TOPAZ RESOURCES, INC.

DOCUMENT NUMBER: P09000005979

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

Please return all correspondence concerning this matter to the following:

Gregory M. Wilson

Name of Contact Person

Wilson Law

Firm/ Company

P.O. Box 494

Address

Greenacres, WA 99016

City/ State and Zip Code

greg@wilsonlaw.us

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

For further information concerning this matter, please call:

Gregory M. Wilson at (509) 991-8575
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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

TOPAZ RESOURCES, INC.

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

P09000005979

(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:

N/A

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**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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 N/A

(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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<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			_____

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

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

ARTICLE 8. Capitalization

Paragraph 8.1 titled, "Authorized Shares" is hereby replaced with the Articles of Amendment to the Articles of
Incorporation of Topaz Resources, Inc. as attached hereto.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:**

(if not applicable, indicate N/A)

See E above

The date of each amendment(s) adoption: September 1, 2016, 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 September 6, 2016

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)

Jeff Lamberson

(Typed or printed name of person signing)

President

(Title of person signing)

**Articles of Amendment
to the Articles of Incorporation
of
Topaz Resources, Inc.**

In accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned, President of Topaz Resources, Inc. (the "Corporation") hereby certifies:

FIRST: That Article 8.1 of the Corporation's Articles of Incorporation are hereby deleted in its entirety and amended as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is 710,000,000 shares of common stock having a par value of \$0.0001 per share and 10,000,000 shares of preferred stock having a par value of \$0.0001 per share. Any series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitation or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

Effective upon the "Effective Date", as defined below, the outstanding shares of common stock of the Corporation shall be decreased on a basis of Two Hundred (200) to One (1) of such shares of common stock held on the Effective Date, without changing the par value of the shares of the Corporation, (the "Reverse Stock Split").

On the Effective Date, each 200 shares of common stock, \$0.0001 par value per share, issued and outstanding as of Effective Date (the "Old Common Stock"), will be changed into One (1) fully paid and non-assessable share of common stock, \$0.0001 par value per share (the "New Common Stock"). Each certificate that represented shares of Old Common Stock shall, after the Effective Date, represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted into hereby.

No cash will be paid or distributed as a result of aforementioned Reverse Stock Split of the Corporation's Common Stock, and no fractional shares of New Common Stock will be issued. All fractional shares, which would otherwise be required to be issued as a result of the Reverse Stock Split, will be rounded up to the nearest whole share.

The Effective Date of the Reverse Stock Split shall be the first date permitted or determined by the Financial Industry Regulatory Authority (FINRA) as the effective date of such Reverse Stock Split, subject to the prior filing and recording of these Articles of Amendment in the office of the Florida Department of State, Division of Corporations.

SECOND: The foregoing Articles of Amendment to the Articles of Incorporation were adopted pursuant to Section 607.0821 by the Board of Directors of the Corporation by written consent dated September 1, 2016.

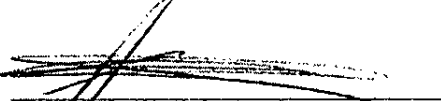
THIRD: That in lieu of a meeting, holders of shares of stock representing a majority of the issued and outstanding shares of the Common Stock of the Corporation have given written consent dated September 1, 2016 to such amendment in accordance with the provisions of Section 607.0704. Therefore, the number of votes cast was sufficient for approval.

FOURTH: These Articles of Amendment to the Articles of Incorporation shall be effective as set forth above in Article 8.1.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed by its duly authorized officer.

September 6, 2016

TOPAZ RESOURCES, INC.



Jeff Lamberson, President