

P/30000 89411

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

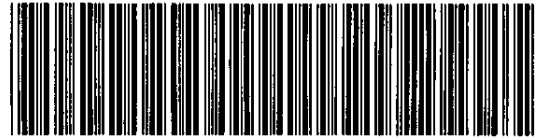
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12/02/13--01020--022 **48.75

Amend.
12-6-13
DL

FILED
13 DEC -2 PM 4:50
SECRETARY OF STATE
HALLMARKS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LEO FUNDS II, INC.
DOCUMENT NUMBER: P13000089411

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

Please return all correspondence concerning this matter to the following:

James Cheatham

Name of Contact Person

LEO FUNDS II, INC. d/b/a SKYLUX JETS

Firm/ Company

316 South HYDE DRIVE

Address

TAMPA, FLORIDA 33606

City/ State and Zip Code

jimc@lionsharegroup.com

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

For further information concerning this matter, please call:

James E Cheatham at **(813) 443 4842LE**
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 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

LEO Funds II, Inc.

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

LEO Funds II, Inc.

(Document Number of Corporation (if known))

FILED
13 DEC -2 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

316 S Hyde Park Dr
Tampa, FL 33606

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

1002 S Church St Box 10306
Tampa, FL 33679

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

Eric Husby

2001 W Cleveland St

(Florida street address)

New Registered Office Address:

Tampa

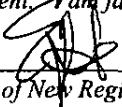
(City)

Florida 33606

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent, 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		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change		N/A	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change		N/A	
<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 7 - as reads, "The maximum number of shares that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock each share having the par value of one cent (.01); is amended to read, "The maximum number of shares that is corporation is authorized to have outstanding at any time is TEN MILLION (10,000,000) shares of common stock, each share having the par value of one cent (.01).

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)

Article 8 - as reads, "The corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended." is amended to read, " The corporation has elected to be a C Corporation under article 8.2 whereby written consent of all the shareholders of this corporation accepted by signed agreement of Board meeting of the corporation attached herein.

The date of each amendment(s) adoption: December 1, 2013, if other than the date this document was signed.

Effective date if applicable: December 1, 2013
(no more than 90 days after amendment file date)

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 November 27, 2013

Signature SEE Attached for 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)

James E Cheatham

(Typed or printed name of person signing)

President

(Title of person signing)

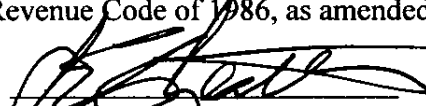
**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
LEO FUNDS II, INC**

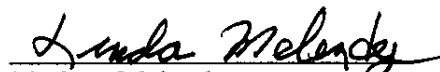
The undersigned, constituting a majority all of the members of the Board of Directors of LEO FUNDS II, Inc., a Florida corporation (the "Corporation"), hereby adopt and approve the following resolutions via unanimous written consent in lieu of a meeting pursuant to the applicable section of the Florida Corporations Code and the Corporations Bylaws, effective as of November 30, 2013, whereby a majority of shareholders votes does not require a called meeting.

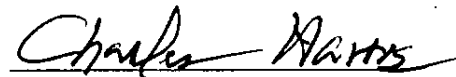
ELECTION OF SUB-CHAPTER S CORPORATION TO A "C" CORPORATION

RESOLVED, whereby all existing of shareholders have agreed to elect the change of the Corporation from "Sub-chapter S" to a "C" corporation as signed below which results in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

Agreed:


James E Cheatham

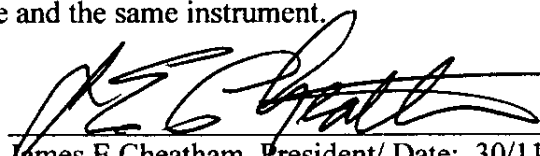

Lindsey Melendez


Charles Harris

OMNIBUS RESOLUTIONS

RESOLVED, that the CEO as an officer of the Corporation is hereby authorized, directed and empowered to execute any and all documents, agreements and other papers and to take such other action as such officer deems necessary or advisable in order to carry out and perform the purposes and intent of these resolutions.

This majority Written Consent of the Board of Directors may be executed in several counterparts, including facsimile counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.


James E Cheatham, President/ Date: 30/11/2013