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OCT 14 2016  
R. WHITE

Articles of Amendment  
to  
Articles of Incorporation  
of

16 OCT 13 PM 1:54

The Memoirs of Prince David Inc.

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

P16000081923

(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: N/A, 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.*

N/A

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:**

☒ Change      PT      John Doe

☒ Remove      V      Mike Jones

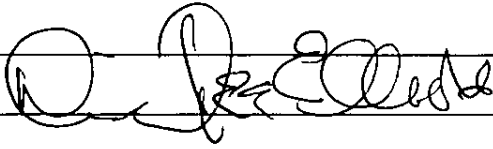
☒ Add      SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>P</u>	<u>Prince David</u>	<u>4126 Inverrary Blvd. #2302</u>
<input type="checkbox"/> Add			<u>Lauderhill, FL 33319</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>P</u>	<u>David Lee Ellisor</u>	<u>4126 Inverrary Blvd. #2302</u>
<input checked="" type="checkbox"/> Add			<u>Lauderhill, FL 33319</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change		<u>N/A</u>	
<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)*

I have enclosed the following amendment to my purpose because your online service only allows 250 characters. Please acknowledge an update of my amendment to the purpose of my corporation. Thank you very much.

10/7/16 

**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)*

N/A

## ARTICLES OF INCORPORATION

### For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

**1. Corporate Name**

The name of the corporation is The Memoirs of Prince David Inc. (the "Corporation").

**2. Purpose**

To solicit risk capital investors to create an online E-Commerce website to sell the biography and music of 'The memoirs of Prince David, Magic! Sex! and Rocket roll!' in all electronic downloadable formats: IE Audio books, E-books, and CD's as well as hardcover books which are intended to be put in escrow accounts for his two children. The Author is incorporating to ensure that all his copyrights may never be sold but only the rights may be leased for a fee. The Author's pseudonym name is Prince David/ It is also the name David Ellisor records and performs his musical appearances. The Author expects no profits and lives off of SSI Federal assistance. The biography and music may or may not be successful. If successful he wishes 55% of the net profits be put in The escrow account set up for his son David Lee Ellisor/Megret and his heirs. and 45% for David Ellisor's daughter Pheonix Poumirou and her heirs. Ginane International is to be the revocable Exclusive Marketing and PR agent for The Memoirs of Prince David Magic! Sex! and Rocket roll! And is entitled to 10% of the gross profits for her efforts to obtain investors, promote and sell the artists series. Ginane International Inc. is also to manage the corporation of which David Lee Ellisor owns. Ginane International Inc. Is empowered to seek a television series and if the 10 book series becomes successful enough to financially hit the SEC benchmark for an I.P.O. (Initial Public Offering) on the New York Stock Exchange, Ginane International Inc. is empowered to use the corporate funds to hire an attorney to facilitate the required filing fees and all other financial expenditure to accomplish the mission of getting The Memoirs of Prince David Inc on the New York Stock Exchange. Ginane International Inc.is also entitled to an additional 10% of the gross of all sales, including all ancillary products for managing the E-Commerce website. Any attempt by my children to pursue any legal action towards Ginane International Inc. or Heather Ginane's managing obligations will automatically terminate any revenue set aside for the two children in the escrow accounts set up for them. Ginane International Inc. is authorized as exclusive Marketing Agent to obtain a pay pal account for The Memoirs Of Prince David Inc. E-commerce website. Ginane International Inc. is authorized to enter into any lease beneficial to The Memoirs of Prince David Inc. Ginane International Inc.As the marketing agent has been instructed to enter into a yearly/life long lease with Neil Francis Mullarkey who lives 450 Beacon St. Hartford,CT 06105 as he is the primary risk capitol investor. The lease will be issued by Ginane International Inc. on behalf of The Memoirs Prince David Inc. by Oct. 31st of each year. The terms of the lease may change from year to year. If Neil Francis Mullarkey invests in any product for sale on the E-Commerce Website....The Memoirs of Prince.com such as a hardcover book he is entitled to be repaid for the cost of the manufacturing price of the book and 40% of the net profit less the ratio it took to sell his product by Ginane International Inc. It is a non negotiable provision That Mr. Mullarkey's lease will cease and desist upon his death at 12 A.M. His lease is a privilege and not an asset to his estate. His lease specifically states that his lease may not be entered into the probate of his estate as it will encumber other investors and the ongoing business of E-Commerce website The Memoirs of Prince David.com The lease ceases to exist upon his death.

**3. Duration**

The duration of the Corporation is perpetual.

**4. Registered Office and Registered Agent**

The street address of the initial registered office is Heather Ginane 4126 Inverrary Blvd. apt 2302, Lauderhill, Florida, 33319. The name of the initial Registered Agent at this Registered Office is Heather Ginane.

**5. Street Address of the Principal Office**

The street address of the principal office is 4126 Inverrary Blvd. Apt.2302, Lauderhill, Florida, 33319.

The mailing address of the principal office is the same as the street address.

**6. Initial Director**

The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below.

Name	Title	Address	City	State	Zip Code
David Ellisor	president	1426 Inverrary	Lauderhill	Florida	33319

	Bld.		
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**7. Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 100.

**Class A Shares**

The Corporation is authorized to issue a total number of 100 Class A shares and each share will have no par value.

The Class A non-redeemable, non-voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors, provided however the Class A shareholders are not entitled to participate in a payment of dividends out of monies which the Board of Directors have declared to be monies of the Corporation properly applicable to the payment of dividends to Class B shareholders only.
- b. No dividend will at any time be declared and paid on or declared and set apart for the Class A shares so as to reduce the value of the issued Class B shares below their respective redemption amounts.
- c. Subject to the rights and privileges attached to the Class B shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its net assets among the shareholders by way of repayment of capital, the holders of the Class A shares will be entitled to receive and share equally in the net assets of the Corporation.
- d. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- e. The holders of the Class A shares will not have any voting rights for the election of the Board of Directors or for any other purpose. The Class A shareholders will not be entitled to receive notice of, or to attend any meetings of the shareholders of the Corporation and will not be entitled to any vote at any such meeting.

**Class B Shares**

The Corporation is authorized to issue a total number of \_\_\_\_\_ Class B shares and each share will have no par value.

The Class B redeemable, voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class B shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors, provided however the Class B shareholders are not entitled to participate in a payment of dividends out of monies which the Board of Directors have declared to be monies of the Corporation properly applicable to the payment of dividends to Class A shareholders only.
- b. In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its assets among the shareholders by way of repayment of capital, the holders of the Class B shares will be entitled to receive the redemption amount on each share in priority to any net asset distribution to the holders of the Class A shares and any unpaid dividends declared by the Corporation. Other than the above redemption amount, the holders of the Class B shares will not be entitled to share any further in the distribution of the property or assets of the Corporation.
- c. The Class B shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class B shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- d. The holders of Class B shares will together have unlimited voting rights. The holders of Class B shares will be entitled to one vote for each Class B share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

- e. Subject to the provisions of the Florida Business Corporation Act, the Corporation may redeem all, or from time to time any part, of the outstanding Class B shares on payment to the holders of those shares for each share redeemed an amount (the "Redemption Amount"). The Redemption Amount will be determined and fixed by the Board of Directors of the Corporation at the time of issuance of the Class B shares and expressed as a dollar value, provided always that the amount will not be less than the amount paid up on those Class B shares.
- f. Subject to the provisions of the Florida Business Corporation Act, before redeeming any Class B shares, the Corporation will mail to each person who at the date of the mailing is the registered holder of the shares to be redeemed, notice of the Corporation's intention to redeem the shares held by the registered holder. This notice will be mailed by ordinary prepaid post addressed to the last address of the shareholder as it appears on the Shareholders' List of the Corporation. In the event that the address of the shareholder does not appear on the Shareholders' List of the Corporation, then notice will be sent to the last known address of the shareholder at least thirty (30) days before the date specified for redemption. This notice will set out the redemption price, the date fixed for redemption, the class or series of shares to be redeemed, and, if only a part of the shares is to be redeemed, the number of shares to be redeemed.
- g. Subject to the provisions of the Florida Business Corporation Act, a Class B shareholder may cause the Corporation to redeem or buy back all, or from time to time any part, of the outstanding Class B shares standing in its name, and will be entitled to receive for each share redeemed or bought back an amount (the "Redemption Amount"). The Redemption Amount will be determined and fixed by the Board of Directors of the Corporation at the time of issuance of the Class B shares and expressed as a dollar value, provided always that this amount will not be less than the amount paid up on those Class B shares.
- h. Subject to the provisions of the Florida Business Corporation Act, before causing the Corporation to redeem or buy back any Class B shares, the holder of those shares will mail to the registered office of the Corporation by ordinary prepaid post, notice of the intention of the shareholder to cause the Corporation to redeem or buy back the shares at least thirty (30) days before the specified date for redemption or buy back. This notice will set out the Redemption Amount, the date on which the redemption or buy back is to take place, the class or series to be redeemed and, if only a part of the shares held by the person sending the notice is to be redeemed or bought back, the number of shares to be redeemed.
- i. On or after the date specified for redemption, the Corporation will pay or cause to be paid the redemption price to the registered holders of the shares to be redeemed, on presentation and surrender of the Certificates for the shares that were called for redemption. This will occur at the office of the Corporation's Registered Agent for shares or at any other place or places as may be specified in the notice. Upon presentation of the Certificates, they will be canceled and the shares represented by the Certificates will be redeemed.
- j. From and after the date specified for redemption on the notice, the holders of the shares called for redemption will cease to be entitled to any rights in respect of those shares, except to receive the redemption price, unless payment of the redemption price will not be made by the Corporation in accordance with the foregoing provisions in which case the rights of the holders of such shares will remain unimpaired.
- k. On or before the date specified for redemption, the Corporation will have the right to deposit the redemption price of the shares called for redemption in a trust account with any bank or trust company in the United States of America duly appointed and acting as transfer agent for the Corporation, to the order of the holders of the shares called for redemption upon presentation and surrender of the Certificates representing the shares. Upon this deposit being made, the shares for which this deposit will have been made will be redeemed and the rights of the respective holders of those shares, after this deposit, will be limited to receiving out of the monies deposited, without interest, the redemption price applicable to their respective shares against presentation and surrender of the Certificates representing these shares.

#### **8. Restrictions on Transfer and Other Rules**

No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

#### **9. Preemptive Rights**

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

#### **10. Amend or Repeal Bylaws**

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the

Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

11. **Cumulative Voting**

In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

12. **Fiscal Year End**

The fiscal year end of the Corporation is October 31st.

13. **Effective Date of Filing**

This document will become effective on the date of filing.

14. **Consent of Appointment by Registered Agent**

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:

Heather Ginare  
Heather Ginare  
10/11/2016

15. **Incorporator**

The name and address of the incorporator of The Memoirs of Prince David Inc. is set out below.

Name	Address	City	State	Zip Code
David Lee Ellisor	4126 Inverrary Blvd. Apt. 2302	Lauderhill	Florida	33319

16. **Execution**

I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 11 day of October, A.D. 2016.

BY:

David Lee Ellisor

David Lee Ellisor (Incorporator)

17. **Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Mr. David Lee Ellisor aka Prince David

Telephone Number: 954-573-4135

Address: 1425 Inverrary blvd. Apt 2302, Lauderhill, Florida, 33319

State of Florida  
 County of Broward  
 The foregoing instrument was acknowledged before me  
 this 11 day of October, 2016  
 By David Lee Ellisor  
 Personally known OR produced identification David Lee Ellisor  
 Type identification produced David Lee Ellisor  
 Notary Public



Robert Picora  
 Commission #FF931602  
 Expires: October 28, 2019  
 Bonded thru Aaron Notary



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

Effective date if applicable: N/A  
(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 N/A  
(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 10/7/16

Signature [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)

David Lee Ellisor

(Typed or printed name of person signing)

President

(Title of person signing)

ONLY AMENDING THE PURPOSE