

P17000075135

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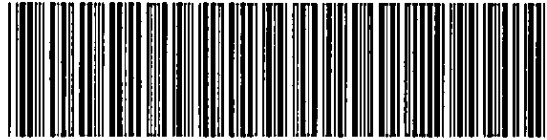
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2022 NOV 28 AM 11:44

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FAITHCANON, INC.

DOCUMENT NUMBER: P17000075135

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

Please return all correspondence concerning this matter to the following:

C. JOHN MOORE, SENIOR PARALEGAL
Name of Contact Person
DUNLAP, BENNETT & LUDWIG
Firm/ Company
8300 BOONE PKWY, SUITE 250
Address
VIENNA, VA 22182
City/ State and Zip Code
jmoore@dbllawyers.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

C. John Moore, Senior Paralegal at (703) 722-0728
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

FAITHCANON, INC.

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

P17000075135

(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.

Signature of New Registered Agent, if changing

Check if applicable

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

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:

| | | |
|-----------------|-----------|--------------------|
| <u>X</u> Change | <u>PT</u> | <u>John Doe</u> |
| <u>X</u> Remove | <u>V</u> | <u>Mike Jones</u> |
| <u>X</u> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|---------------|---------------|----------------|
| 1) <u>N/A</u> Change | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| <u> </u> Add | | | |
| <u> </u> Remove | | | |
| 2) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | |
| <u> </u> Remove | | | |
| 3) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | |
| <u> </u> Remove | | | |
| 4) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | |
| <u> </u> Remove | | | |
| 5) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | |
| <u> </u> Remove | | | |
| 6) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | |
| <u> </u> Remove | | | |

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

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

Contemporaneously with the filing hereof, the Corporation is effecting an increase of its 1,000,000 shares of common stock outstanding immediately prior to the filing and issuing such additional shares in the total of 10,000,000 shares.

These Second Amended and Restated Articles of Incorporation, which restate and further amend the Corporation's Articles of Incorporation for a Stock Increase were duly approved by the Corporation's Board of Directors and majority shareholder (by written approval consent given with respect to all of its shares, which shares were sufficient for approval) in accordance with applicable provisions of the Florida Business Corporation Act including Section (s) 607.1003 and 607.10025 thereof.

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

November 9, 2022

The date of each amendment(s) adoption: _____, 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 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)

November 9, 2022
Dated _____

Signature _____ /s/Ode Hines
(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)

Ode Hines

(Typed or printed name of person signing)

Director/President/Shareholder

(Title of person signing)

SECOND AMENDED
ARTICLES OF INCORPORATION
(Increase of Share Certificates)
(Fla. Stat. 607.10025)
of
FAITHCANON, INC.

The present name of the corporation is FaithCanon, Inc. (the "Corporation").

These Amended Articles of Incorporation, which amend the Corporation's October 2, 2018, Amended Articles of Incorporation, were duly approved and adopted by the Corporation's Board of Directors and by a majority of the shareholders by written consent, which shares were sufficient for approval in accordance with applicable provisions of the Florida Business Corporation Act, including Section 607.1003, 607.10025 thereof.

The Amended Articles of Incorporation of the Corporation dated November 9, 2022, are as follows:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is FaithCanon, Inc. The address of the principal office and the mailing address of the Corporation is 5535 Eton Court, Boca Raton, FL 33486.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE III

TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 1. Authorized Shares

The Corporation is authorized to have outstanding 10,000,000 (ten million) shares of common stock, par value \$0.01 per share instead of the 1,000,000 (one million) shares of common stock at \$.01 per share par value.

Section 2. Voting Rights

Except as otherwise expressly provided by these Second Amended Articles of Incorporation, or any amendment hereto, or as required by applicable law, the holders of common stock shall be entitled to one vote per share on any matter submitted to a vote of the shareholders, including the election of directors. There shall not be cumulative voting on the election of directors.

Section 3. Dividends and distribution

The holders of outstanding shares of common stock shall be entitled to share equally, on a per share basis, in any dividend or distribution of funds, legally available if the Board of Directors, in its discretion, determines to declare and cause the Corporation to pay dividends or distributions, and then, only at the times and in the amounts that the Board of Directors may determine.

Section 4. No preemptive Rights or Similar Rights

Shares of common stock are not entitled to preemptive rights and are not subject to conversion, redemption or sinking fund provisions.

Section 5. Rights Upon Liquidation or Dissolution

Upon dissolution, liquidation or winding up of the Corporation, the assets legally available for distribution to shareholders will be

distributable ratably among the holders of common stock, subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5535 Eton Court, Boca Raton, FL 33486 and the name of the registered agent of the Corporation at that address is Ode H. Hines.

ARTICLE VI INDEMNIFICATION


The Corporation shall indemnify any current or former officer, director, employee or agent of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, in each case, to the fullest extent permitted by applicable law. The foregoing right of indemnification shall not be exclusive of any other rights which any officer, director, employee, agent or other person may be entitled as a matter of law of which he may be lawfully granted, including pursuant to any contract or agreement.

ARTICLE VII AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

The power to alter, amend or repeal the Corporation's Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation, subject to any restriction under Florida law or expressly set forth in the Bylaws.

The Corporation reserves the right to amend, alter, change or

repeal any provision contained in these Amended Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by Florida law, and all rights conferred upon shareholders, directors, officers and other persons in this Amended Articles of Incorporation, or any amendment hereto, are subject to this reservation.


ODE HINES, President

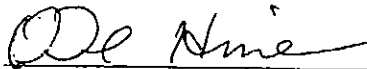
CONSENT OF DIRECTORS
FAITHCANON, INC.

November 9, 2022

The undersigned, constituting the sole director of FaithCanon, Inc., a Florida corporation (the "Corporation"), does hereby consent to the actions expressed in the Resolutions, effective as of the date hereof:

RESOLVED, that the articles of incorporation of the Corporation be amended to increase the number of authorized shares from 1,000,000 common stock shares with a par value \$.01 per share, to 10,000,000 common stock shares with a par value of \$0.01 per share.

RESOLVED, that this proposed amendment be submitted to the shareholders of the Corporation with the recommendation that this increase in authorized shares be approved.



Ode Hines, Sole Director

CONSENT OF SHAREHOLDERS
FAITHCANON, INC.

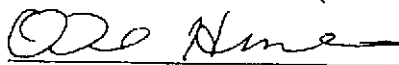
November 9, 2022

The undersigned, constituting the holder of 750,000 out of a total 1,317,778 issued shares of FaithCanon, Inc., a Florida corporation (the "Corporation"), does hereby consent to the actions expressed in the Resolutions. effective as of the date hereof:

RESOLVED, that the articles of incorporation of the Corporation be amended to increase the number of authorized shares from 1,000,000 common stock shares with a par value \$.01 per share, to 10,000,000 common stock shares with a par value of \$0.01 per share.

RESOLVED, that a copy of this consent be delivered to the corporation's President, as the person having custody of the book in which proceedings of meetings of shareholders are records.

RESOLVED, that within 10 days after this date, notice of this action shall be given to all shareholders.



Ode Hines, Stockholder