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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

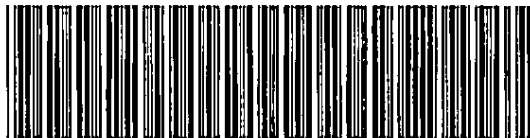
(Business Entity Name)

(Document Number)

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**Troy J. Rillo, Esq.**  
Attorney At Law

931 Dolphin Drive  
Jupiter, Florida 33458  
908.906.5127  
t.rillo@me.com

March 31, 2022

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: yourNEWS MEDIA GROUP, INC.**  
**Letter No.: 622A00006951**

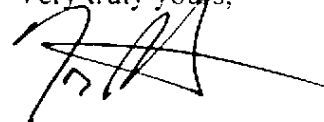
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2022 MAR -4 AM 11:53  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

Ladies and Gentlemen:

This letter is in response to your letter of March 24, 2022 concerning the Articles of Conversion for the above referenced corporation. Your letter states that the filing was returned because the conversion document needed to be signed by BOTH the Delaware (your letter mistakenly listed the entity as a New Jersey corporation) and Florida corporation.

Attached are two signed versions of the Articles of Corporation, which have been corrected to include signatures of someone representing BOTH the Delaware and the Florida corporation. In addition, attached are copies of the original cover letter, Florida Articles of Incorporation, the check for \$105.00 and your letter of March 24, 2022.

Very truly yours,



COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Your News Media Group, Inc.  
Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Troy Rillo  
Contact Person

Law Offices of Troy Rillo  
Firm/Company

931 Dolphin Dr.  
Address

Jupiter, FL 33458  
City, State and Zip Code

t.rillo@me.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Troy Rillo at ( 908 ) 906-5127  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,  
and Certificate of Status and Certified Copy Certified Copy, and  
Certificate of Status

**Mailing Address:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 24, 2022

TROY RILLO  
LAW OFFICES OF TROY RILLO  
931 DOLPHIN DR.  
JUPITER, FL 33458

SUBJECT: YOURS NEWS MEDIA GROUP, INC.  
Ref. Number: W22000038504

We have received your document for YOURS NEWS MEDIA GROUP, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The conversion document must list print name, sign name and title of someone representing both New Jersey and Florida corporation.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 622A00006951

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2022 MAR -4 AM 11:53  
DIVISION OF STATE  
CORPORATIONS

STATE OF FLORIDA  
ARTICLES OF CONVERSION  
FOR  
CONVERTING ELIGIBLE ENTITY  
INTO  
FLORIDA PROFIT CORPORATION

FILED  
2022 MAR -6 AM 11:53  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with § 607.11933 and 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is: yourNews Media Group, Inc. *F18-2471*
2. The Converting Entity is a corporation first organized, formed or incorporated under the laws of Delaware on July 10, 2015.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: yourNews Media Group, Inc.
4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

Signed this 9<sup>th</sup> day of February, 2022.

**Required Signature for Florida Profit Corporation:**

By: *Sam Anthony*  
Name: Sam Anthony  
Title: President

Dated: February 9, 2022

**Required Signature on behalf of Converting Entity (i.e., the Delaware Entity):**

By: *Sam Anthony*  
Name: Sam Anthony  
Title: President

Dated: February 9, 2022

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
(In Compliance with Chapter 607, F.S.)

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2022 MAR -4 AM 11:58  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF PALM BEACH  
FLORIDA

**ARTICLE I – NAME AND ADDRESS**

The name of the Corporation shall be yourNews Media Group, Inc. The principal place of business and mailing address of the Corporation is 3801 PGA Boulevard, Suite 600, Palm Beach Gardens, Florida 33410.

**ARTICLE II – PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act (the “FBCA”).

**ARTICLE III – TERM**

The duration of the Corporation shall be perpetual.

**ARTICLE IV – CAPITAL STOCK**

1. Authorized Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is one hundred ten million (110,000,000) shares, consisting of:
  - a. One hundred million (100,000,000) shares of Common Stock, par value \$0.00001 per share (the “Common Stock”); and
  - b. Ten Million (10,000,000) shares of Preferred Stock, par value \$0.00001 per share (the “Preferred Stock”).
2. Voting of Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote, including the election of directors.
3. Preferred Stock. Any Preferred Stock not previously designated as to series may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors), and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of each such series of Preferred Stock. The Board of Directors is authorized to alter the designation, rights, preferences, privileges and restrictions granted to or

imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

#### **ARTICLE V – REGISTERED OFFICE**

The street address of the Corporation's registered office and the name of the registered agent at such office are:

Sam Anthony, Registered Agent  
yourNews Media Group, Inc.  
3801 PGA Boulevard, Suite 600  
Palm Beach Gardens, Florida 33410

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CLERK OF DISTRICT COURT  
PALM BEACH COUNTY, FLORIDA

#### **ARTICLE VI – DIRECTORS**

The Board of Directors shall consist of such number of members as may be fixed from time to time by the Board of Directors in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Sam Anthony  
yourNews Media Group, Inc.  
3801 PGA Boulevard, Suite 600  
Palm Beach Gardens, Florida 33410

#### **ARTICLE VII – WAIVER OF MONETARY DAMAGES**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or any other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. If any of the provisions of this Article IX (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## ARTICLE VIII – INDEMNIFICATION

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the FBCA (including by any amendment to the FBCA, but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators; provided, that, except as provided in Paragraph (2) of this Article VIII, with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify an Indemnitee in connection with a Proceeding (or part thereof) initiated by the Indemnitee only if such Proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article VIII shall be a contract right and shall include the right to be paid by the Corporation the expenses (including attorneys' fees) incurred in defending a Proceeding in advance of its final disposition; provided, that, if the FBCA requires, the payment of such expenses incurred by an Indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Article VIII or otherwise.
2. Right of Indemnitee to Bring Suit. If a claim under Paragraph (1) of this Article VIII is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover payments by the Corporation of expenses incurred by an Indemnitee in defending, in his or her capacity as a director or officer, a Proceeding in advance of its final disposition, the Indemnitee shall be entitled to also be paid the expense of prosecuting



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or defending such claim. In any action brought by the Indemnitee to enforce a right to indemnification hereunder (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) or by the Corporation to recover payments by the Corporation of expenses incurred by an Indemnitee in defending, in his or her capacity as a director or officer, a Proceeding in advance of its final disposition, the burden of proving that the Indemnitee is not entitled to be indemnified under this Article VIII or otherwise shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of Indemnitee conduct set forth in the FBCA, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such an action brought by the Indemnitee, be a defense to the action.

3. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, the Corporation's By-Laws, agreement, vote of shareholders or disinterested directors or otherwise.
4. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the FBCA.
5. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to be paid by the Corporation the expenses incurred in defending any Proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article VIII with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

## ARTICLE IX – AMENDMENTS

In furtherance of and not in limitation of the powers conferred by applicable law, the Board of Directors is expressly authorized to amend or repeal the By-Laws of the Corporation or adopt new By-Laws of the Corporation by the affirmative vote of majority of the entire Board of Directors.

I submit this document and affirm that the facts state herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

*Sam Anthony*

Sam Anthony, Registered Agent

Dated: February 9, 2022

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MAR 11 2022  
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## CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



\_\_\_\_\_  
Sam Anthony, Registered Agent

Dated: February 9, 2022

FILED  
2022 MAR -4 AM 11:53  
CLERK OF DISTRICT COURT  
OKLAHOMA COUNTY, OKLA.