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NAME: TROPHY RESOURCES, INC

TYPE OF FILING: AMENDMENT

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TROPHY RESOURCES, INC.
Articles of Amendment

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, TROPHY RESOURCES, INC., a Florida corporation, does hereby amend its Articles of Incorporation.

1. After the filing and effectiveness pursuant to the Florida Business Corporations Act of these Articles of Amendment the Articles of Incorporation of the Corporation, (the "Effective Time"), each two hundred fifty (250) shares of the Corporation's common stock having a par value of \$.001 per share, issued and outstanding immediately prior to the Effective Time, shall be combined into one (1) validly issued, fully paid and non-assessable share of common stock, having a par value of \$.001 per share, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares of common stock shall be issued in connection with the Reverse Stock Split and any fractional share interests shall be rounded up to the nearest whole share. Each certificate that immediately prior to the Effective Time represented shares of common stock ("Old Certificates"), shall thereafter represent that number of shares of common stock into which the shares of common stock represented by the Old Certificate shall have been combined, subject to the rounding up of the fractional share interests as described above. At the Effective Time of the Reverse Stock Split, Article IV of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

"Article IV
CAPITAL STOCK

- (A) The total number of shares of capital stock which the corporation shall have the authority to issue Five Billion Twenty Million (5,020,000,000) shares, consisting of Twenty Million (20,000,000) shares of Preferred Stock having a par value of \$.001 per share and Five Billion (5,000,000,000) shares of Common Stock have a par value of \$.001 per share.
- (B) The board of directors is authorized, subject to limitations prescribed by law and the provisions hereof, to provide for the issuance from time to time of preferred stock in one or more series, and by filing articles of amendment, which are effective without shareholder action pursuant to Fla. Stat. §607.0602, as amended and supplemented from time to time, to establish the number of shares to be included in each such series and to fix the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of the shares of each such series not fixed hereby. The aforesaid authorization of the board shall include, but not be limited to, the power to provide for the issuance of shares of any series of preferred stock convertible, at the option of the holder or of the Corporation or both, into shares of any other class or classes or of any series of the same or any other class or classes."


The remainder of Article IV shall remain unchanged.

2. The amendment to the Articles of Incorporation of Trophy Resources, Inc., a Florida corporation, set forth in paragraph 1 above was duly adopted by the Board of Directors of the corporation as of March 21, 2024. The amendment was duly adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

[SIGNATURE PAGE FOLLOWS]

In witness whereof, the corporation, by and through its undersigned officer thereunto duly authorized, has executed these Articles of Amendment on January 30, 2025.

Attest:


JAMES P. CANOUSE, CEO &
Sole Director

STATE OF Georgia :
COUNTY OF Fulton : SS:

BEFORE ME, the undersigned authority, personally appeared James P. Canouse, the CEO & sole director of Trophy Resources, Inc.

SWORN AND SUBSCRIBED TO before me this 31st day of JANUARY 2025

☐ Personally Known

☒ Produced Identification: Georgia driver license


NOTARY PUBLIC

