

to file
Stamp

BEA KANSAS SECRETARY OF STATE
**Business Entity Certificate
of Amendment**

Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594

(785) 296-4564
kssos@sos.ks.gov
https://sos.kansas.gov

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053 059
\$20.00

FILED BY KS SOS
05-28-2020
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FILE#: 9545195



05655712

1. Business entity ID/file number:

Not Federal Employer ID Number (FEIN).

9545195

2. Name of business entity:

Must match name on record with Secretary of State.

Cockfight Inc

3a. Indicate the type of document to be amended:

- Kansas For-Profit Articles of Incorporation (fee \$35)
- Kansas Not-for-Profit Articles of Incorporation (fee \$20)
- Kansas Limited Liability Company Articles of Organization (fee \$35)
- Kansas Limited Partnership Certificate (fee \$35)
- Kansas Limited Liability Partnership Statement of Qualification (fee \$35)
- General Partnership Statement of Partnership Authority (fee \$35) (Skip to Question 4.)
- Foreign Entity Application for Registration (fee \$35 for-profit; \$20 not-for-profit)

3b. The document indicated above is amended as follows:

(If additional space is needed please provide an attachment.)

We are restating our entire articles of incorporation in accordance with the provisions of K.S.A. 17-6605. Please see attachment.

4. For general partnerships only – Identify the statement to be amended and indicate the amendment to be made:

5. Effective date:

Upon filing with the
Kansas Secretary
of State

Future effective date:
(Cannot be later than 90 days after
the date this certificate is filed.)

Month

Day

Year

6. Signature(s): Sign in the appropriate section below according to the type of business entity for which the amendment is being filed.

For Kansas corporations, limited liability companies and limited liability partnerships, general partnerships, and all foreign covered entities:

(See below for required signature.)*

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

Signature



Name of Signer (Printed or Typed)

Brett Johnson

*Kansas entities: Requires the signature of an authorized officer of a corporation, authorized person of a limited liability company or limited liability partnership, or a partner of a general partnership.

*Foreign covered entities: Requires the signature of an officer, director, authorized person or partner with authority according to the organic documents of the entity in its home state.

For Kansas limited partnerships only:

(See below for required signature(s).)**

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

Signature of General Partner

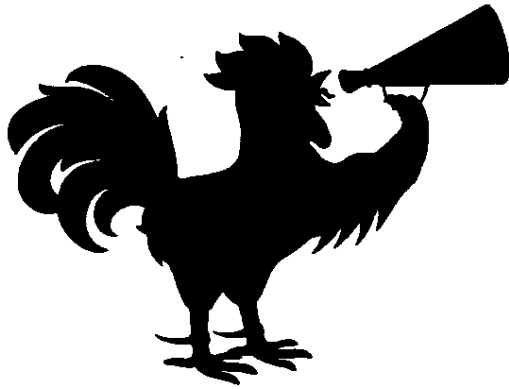
Name of Signer (Printed or Typed)

Signature of new General Partner (if amendment adds a new general partner)

Name of Signer (Printed or Typed)

**Kansas limited partnerships: Requires the signature of at least one general partner and by each other general partner who is designated in the certificate of amendment as a new general partner.

KANSAS SECRETARY OF STATE
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COCKFIGHT
A Kansas Non-profit Corporation
Business Entity ID Number: 9545195

RESTATED ARTICLES OF INCORPORATION

ARTICLE I **Restated Articles of Incorporation**

1.01 Restated Articles of Incorporation

These articles are restated in accordance with the provisions of the State of Kansas K.S.A. 17-6605.

ARTICLE II **NAME**

2.01 Name

The name of this corporation shall remain Cockfight Inc, the same name under which it was originally incorporated on November 6, 2019 in the State of Kansas. The business of the corporation may be conducted as Cockfight Inc or Cockfight.

ARTICLE III **DURATION**

3.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE IV
PURPOSE

4.01 Purpose

Cockfight Inc is a non-profit corporation and shall operate exclusively for preventing cruelty to children or animals and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

4.02 Non-Profit

Cockfight Inc is designated as a non-profit corporation.

ARTICLE V
NON-PROFIT NATURE

5.01 Non-profit Nature

Cockfight Inc is organized exclusively for preventing cruelty to children or animals and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Cockfight Inc shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Cockfight Inc is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

5.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Cockfight Inc of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

5.03 Dissolution

Upon termination or dissolution of the Cockfight Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Cockfight Inc hereunder shall be selected by the discretion of a majority of the managing body of the Cockfight Inc and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Cockfight Inc by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kansas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kansas to be added to the general fund.

5.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

5.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall

not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.07 Tax Closing Month

The tax closing month shall be December.

ARTICLE VI
BOARD OF DIRECTORS

6.01 Governance

Cockfight Inc shall be governed by its board of directors.

6.02 Initial Directors

The initial directors of the corporation shall be Brett Andrew Johnson, Dolores Sangiuliano, and Luke Artanis.

ARTICLE VII
MEMBERSHIP

7.01 Membership

Membership provisions of Cockfight Inc are defined in the bylaws.

ARTICLE VIII
AMENDMENTS

8.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE IX
ADDRESSES OF THE CORPORATION

9.01 Corporate Address

The address of the corporation is:

Cockfight Inc
1616 E Sunvale Drive
Olathe, Kansas 66062-2109

The mailing address of the corporation is:

Cockfight Inc
1616 E Sunvale Drive
Olathe, Kansas 66062-2109

ARTICLE X
APPOINTMENT OF REGISTERED AGENT

10.01 Registered Agent

The registered agent of the corporation shall be:

Brett Andrew Johnson

ARTICLE XI
INCORPORATORS

11.01 Incorporators

The incorporators of the corporation are as follow:

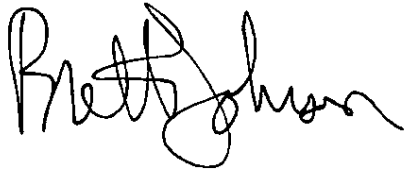
Brett Andrew Johnson
1616 E Sunvale Dr
Olathe, KS 66062

Dolores Sangiuliano
2575 Swan Lane
Las Vegas, NV 89121

Luke Artanis
1616 E Sunvale Dr
Olathe, KS 66062

CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION

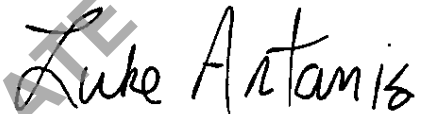
We, the undersigned, do hereby certify that the above restated Articles of Incorporation of Cockfight Inc were approved by the board of directors on May 18, 2020 and constitute a complete copy of Articles of Incorporation of Cockfight Inc



Brett Andrew Johnson
1616 E Sunvale Dr
Olathe, KS 66062



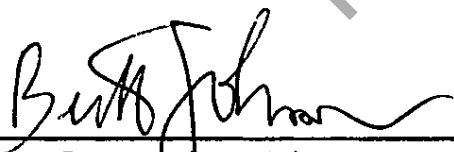
Dolores Sangiuliano
2575 Swan Lane
Las Vegas, NV 89121



Luke Artanis
1616 E Sunvale Dr
Olathe, KS 66062

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Brett Andrew Johnson, agree to be the registered agent for Cockfight Inc as appointed herein.



Brett Andrew Johnson
Registered Agent

5/24/2020
Date