

FILED



ARTICLES OF AMENDMENT (Non-profit)

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

06 JUN 29 AM 8:26

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

GLOBAL LOUNGE GROUP INCORPORATED

If the corporation has been administratively dissolved and the corporate name is no longer
available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

SEE ATTACHED

3. The date of adoption of the amendment(s) was: 6/26/06

4. Manner of adoption (check one):

☐ Each amendment consists exclusively of matters which do not require member approval pursuant to
section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

a. The number of directors entitled to vote was: 3

b. The number of directors that voted for each amendment was: 3

c. The number of directors that voted against each amendment was: 0

☐ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was,
therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote
was: _____

b. The number of members that voted for each
amendment was: _____

c. The number of members that voted against
each amendment was: _____

Dated: 6/26/06

Signature: [Signature]

Typed Name: DAVID L. MYDELE

Capacity: _____

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\comp\formats\articles of amendment_no.pmd
Revised 10/2003

IDAHO SECRETARY OF STATE
06/29/2006 05:00
CK: 844426 CT: 172899 BH: 962566
1 @ 30.00 = 30.00 NON PROF A # 2

c1167235

AMENDED AND RESTATED ARTICLES OF INCORPORATION

GLOBAL LOUNGE GROUP

(Amendments)

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of The State of Idaho, do hereby certify:

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be: GLOBAL LOUNGE GROUP. The corporation's registered office is located at: 3018 BOGUS BASIN ROAD BOISE IDAHO 83706

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall work tirelessly to sponsor and promote world diverse culture through audio and visual medium and series of mentorship program in the community. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

DAYO OLA AYODELE, 533 GARFIELD STREET, BOISE IDAHO 83706

DEEN IPAYE, 2839 WEST RAVENHURST SREET, MERIDIAN IDAHO 83642

DAYO O. ONANUBOSI, 1863 SOUTH CRIMSON ROSE AVENUE, BOISE

IDAHO 83709

JENNETH R MCNEES, 3801 BOGUS BASIN ROAD, BOISE IDAHO 83702

LINDA J IPAYE, 2839 WEST RAVENHURST SREET, MERIDIAN IDAHO 83642

ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII
INCORPORATOR**

The incorporators of this corporation are:

DAYO OLA AYODELE, 533 GARFIELD STREET, BOISE IDAHO 83706

DEEN IPAYE, 2839 WEST RAVENHURST SREET, MERIDIAN IDAHO 83642

DAYO O. ONANUBOSI, 1863 SOUTH CRIMSON ROSE AVENUE, BOISE
IDAHO 83709

Signatures Of Incorporators

DAYO - OLA - AYODELE ED
signature date

DEEN IPAYE T.O. IPAYE 6/26/06
signature date

DAYO O. ONANUBOSI Dayo O. Onanubosi 6/26/06
signature date