



**C4 ODYSSEY, INC.**  
**(Formerly GNCC CAPITAL, INC.)**  
**SUPPLEMENTARY FILING**

**INCORPORATION OF:**  
**APOGEE CENTRAL CLEARING, INC.**

**JANUARY 4, 2016**

**INCORPORATION OF A NEW WHOLLY OWNED SUBSIDIARY CORPORATION,  
OF APOGEE CONSOLIDATED HOLDINGS, INC.**

**INCORPORATION OF APOGEE CENTRAL CLEARING, INC.:**

The Company incorporated a new wholly owned subsidiary Corporation.

This Corporation is named:

APOGEE CENTRAL CLEARING, INC.

This Corporation was incorporated in the State of Wyoming on January 4, 2016.

**AUTHORIZED SHARES OF COMMON STOCK:-**

5,000,000 (Five million)

**PAR VALUE OF COMMON STOCK:-**

\$1.00 (One dollar)

**ISSUED SHARES OF COMMON STOCK:-**

200 (Two hundred) to Apogee Consolidated Holdings, Inc., a wholly owned subsidiary of C4 Odyssey, Inc.

**EXHIBITS:**

- 1) Articles of Incorporation of Apogee Central Clearing, Inc.
- 2) Annual Report in respect of Apogee Central Clearing, Inc. filed with the Secretary of State in Wyoming.
- 3) Incorporation Documentation in respect of Apogee Central Clearing, Inc. filed with the Secretary of State in Wyoming.
- 4) Minutes of a meeting of the Directors of Apogee Central Clearing, Inc. in respect of initial Stock Issuances.
- 5) Minutes of a meeting of the Incorporator of Apogee Central Clearing, Inc.
- 6) Waiver of First Meeting of Directors of Apogee Central Clearing, Inc.
- 7) Waiver of First Meeting of Shareholders of Apogee Central Clearing, Inc.

**DATED: JANUARY 4, 2016**

**RONALD YADIN LOWENTHAL**  
**C4 ODYSSEY, INC.**  
**EXECUTIVE CHAIRMAN**

**WYOMING PROFIT COF  
ARTICLES OF INCORP**

Ed Murray, WY Secretary of State

FILED: 01/04/2016 09:12 AM

ID: 2016-000703144

**ARTICLE I  
Name**

The name of the Corporation is **Apogee Central Clearing, Inc.**

**ARTICLE II  
Registered Agent**

The name and address of the registered agent is:

Registered Agents Inc.  
412 N. Main Street  
STE 100  
Buffalo, WY 82834

**ARTICLE II  
Mailing Address and Principal Office**

The complete street and mailing address of the initial designated principal office is:

412 N. Main Street  
STE 100  
Buffalo, WY 82834

**ARTICLE III  
Authorized shares**

**3.01** The number of shares of stock the corporation has the authority to issue is **5,000,000.**

**3.02** The class of stock issued shall be **common** stock.

**3.03** Each share shall have a par value of **\$1.00.**



**ARTICLE IV**  
**Incorporators**

**Riley Park**  
**412 N. Main Street**  
**STE 100**  
**Buffalo, WY 82834**

**ARTICLE V**  
**Duration**

The period of the corporation's duration is perpetual.

**ARTICLE VI**  
**Purpose**

The purpose for which the Corporation is organized is to conduct any and all lawful business for which corporations can be organized pursuant to Wyoming statute.

**ARTICLE VII**  
**Powers**

The Corporation has the power to engage in any lawful activity under the Corporation Code of the State of Wyoming, including opening and operating a bank account.

**ARTICLE VIII**  
**Bylaws**

The Incorporator shall adopt the initial bylaws of the Corporation. The stockholders may amend the bylaws at anytime by the provisions therein.

**ARTICLE IX**  
**Dissolution**

Upon dissolution, assets shall be distributed by the Board of Directors according to Wyoming statute. Further provisions regarding distribution upon dissolution shall be stated in the Corporation's bylaws.

**ARTICLE X**  
**Indemnification**

The corporation does indemnify any directors, officers, employees, incorporators, and shareholders of the corporation from any liability regarding the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under Wyoming statute.

**ARTICLE XI**  
**Execution**

I, Riley Park, execute these Articles of Incorporation dated this Wednesday, December 23, 2015.

  
\_\_\_\_\_  
Riley Park

**ARTICLE XIII**  
**Consent to Appointment by Registered Agent**

I, Registered Agents Inc., registered office located at 412 N. Main Street, STE 100, Buffalo, WY 82834, voluntarily consent to serve as the registered agent for **Apogee Central Clearing, Inc.**

I hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Bill Havre  
Registered Agents Inc.

12/23/2015

Bill Havre, Assistant Secretary

**STATE OF WYOMING**  
**Office of the Secretary of State**

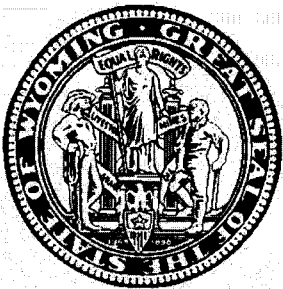
I, ED MURRAY, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

**CERTIFICATE OF INCORPORATION**

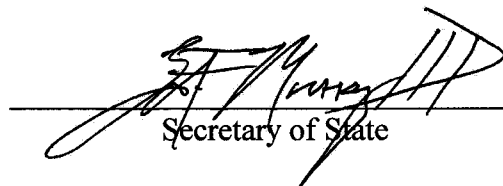
**Apogee Central Clearing, Inc.**

Accordingly, the undersigned, by virtue of the authority vested in me by the law, hereby issues this Certificate.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **4th** day of **January, 2016**.



Filed Date: 01/04/2016

  
Secretary of State

By: Jeffrey O'Holleran

**WAIVER OF NOTICE OF  
FIRST MEETING OF SHAREHOLDERS OF  
APOGEE CENTRAL CLEARING, INC.**

We, the undersigned, being all of the Shareholders of APOGEE CENTRAL CLEARING, INC., (the "Corporation"), hereby agree and consent that the first meeting of the Shareholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof, as may be deemed advisable by any Shareholder present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: Johannesburg, South Africa  
Date of Meeting: January 4, 2016

Dated: January 4, 2016

/s/

---

**APOGEE CONSOLIDATED HOLDINGS, INC.  
SOLE SHAREHOLDER  
Represented by: Ronald Yadin Lowenthal**



**WAIVER OF NOTICE OF FIRST MEETING  
OF BOARD OF DIRECTORS  
OF**

**APOGEE CENTRAL CLEARING, INC.**

We, the undersigned, being all of the Directors of APOGEE CENTRAL CLEARING, INC. (the "Corporation"), hereby agree and consent that the first meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof, the Directors present may deem as advisable thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: Johannesburg, South Africa

Date of Meeting: January 4, 2016

Dated: January 4, 2016

/s/

\_\_\_\_\_  
Director, RONALD YADIN LOWENTHAL

/s/

\_\_\_\_\_  
Director, NICOLAAS EDWARD BLOM

**MINUTES OF FIRST MEETING  
OF THE BOARD OF DIRECTORS  
OF  
APOGEE CENTRAL CLEARING, INC.**

The first meeting of the Board of Directors of APOGEE CENTRAL CLEARING, INC. (the "Corporation") was held on the date and time and at the place set forth in the written waiver of notice signed by all of the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

There were present at the meeting: Ronald Yadin Lowenthal and Nicolaas Edward Blom, being all the members of the Board of Directors.

The meeting was called to order by Ronald Yadin Lowenthal. It was moved, seconded and unanimously carried that Ronald Yadin Lowenthal act as Temporary Chairperson and as Temporary Secretary.

The meeting then proceeded to the election of officers. Upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualify:

President:      NICOLAAS EDWARD BLOM

Secretary:     RONALD YADIN LOWENTHAL

Treasurer:     RONALD YADIN LOWENTHAL

The President of the Corporation thereupon assumed the Chair, and the Secretary of the Corporation assumed the duties of Secretary of the meeting.

The Secretary presented to the meeting: a copy of the Articles of Incorporation of the Corporation; a copy of the Bylaws of the Corporation; and the Resolutions adopted by the Incorporator of the Corporation.

Upon motion duly made, seconded and unanimously carried, it was

**RESOLVED**, that all the acts taken and resolutions adopted by the Incorporator of the Corporation are approved, ratified and adopted.

The Secretary submitted to the meeting a seal proposed for use as the corporate seal of the Corporation. Upon motion duly made, seconded and unanimously carried, it was:

**RESOLVED**, that the form of seal submitted to this meeting be, and it hereby is, approved and adopted as and for the corporate seal of the Corporation, and that an impression thereof be made on the margin of these minutes.

There was presented to the meeting a specimen of a proposed certificate to represent the Shares of the Corporation. Upon motion duly made, seconded and unanimously carried, it was:

**RESOLVED**, that the specimen form of certificate which has been presented to this meeting be, and the same hereby is, approved and adopted as the certificate to represent the shares of the Corporation, and that the specimen certificate so presented to the meeting be annexed to the minutes thereof.

The next order of business was the initial issuance of common stock of the Corporation. Upon motion duly made, seconded and unanimously carried, it was:

**RESOLVED**, that the common capital stock of the Corporation be issued to the named corporation in the amount stated in exchange for cash, property, services performed, or other assets received and indicated.

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>PRICE PER SHARE</u>	<u>ISSUED FOR</u>
Apogee Consolidated Holdings, Inc.	200	\$1.00	Incorporation Costs

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: January 4, 2016

/s/

---

**RONALD YADIN LOWENTHAL**  
**SECRETARY**

**MINUTES OF FIRST MEETING OF SHAREHOLDERS  
OF APOGEE CENTRAL CLEARING, INC.**

The first meeting of the Shareholders of APOGEE CENTRAL CLEARING, INC. (the "Corporation") was held on the date and time and at the place set forth in the written waiver of notice signed by the Shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President, heretofore elected by the Board of Directors. There were present at the meeting

RONALD YADIN LOWENTHAL  
NICOLAAS EDWARD BLOM

being the representatives of the sole Shareholder of the Corporation,  
Apogee Consolidated Holdings, Inc.

There were presented to the meeting: a copy of the Articles of Incorporation of the Corporation; a copy of the Bylaws of the Corporation, duly adopted by the Incorporator of the Corporation; the Resolutions adopted by the Incorporator of the Corporation; the minutes of the First Meeting of the Board of Directors; the corporate certificate book; and the corporate certificate record book.

Upon motion duly made, seconded and unanimously carried, it was

**RESOLVED**, that a copy of the Articles of Incorporation of the Corporation, a copy of the Bylaws of the Corporation, the Resolutions adopted by the Incorporator, the minutes of the First Meeting of the Board of Directors, the corporate certificate book, and the corporate certificate record book have been examined by all Shareholders, and are all approved and adopted, and that all acts taken and decisions reached, as set forth in said documents, be, and they hereby are, ratified and approved by the Shareholders of the Corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

/s/

\_\_\_\_\_  
**RONALD YADIN LOWENTHAL**  
**SECRETARY**

# **RESOLUTIONS ADOPTED BY INCORPORATOR**

**OF**

## **APOGEE CENTRAL CLEARING, INC.**

The undersigned RONALD YADIN LOWENTHAL and NICOLAAS EDWARD BLOM, being the sole incorporators of APOGEE CENTRAL CLEARING, INC. (the "Corporation"), hereby adopts the following resolutions:

**RESOLVED**, that a copy of the Articles of Incorporation of the Corporation, and the original receipt showing payment of the filing fee, be inserted in the Minute Book of the Corporation.

**RESOLVED**, that the form of Bylaws annexed to these resolutions be, and the same hereby is, adopted as and for the Bylaws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, following the Articles of Incorporation.

**RESOLVED**, that the persons listed below be, and they hereby are, elected as Directors of the Corporation, to serve until the first annual meeting of Shareholders, and until their successors are duly elected and qualify:

**RONALD YADIN LOWENTHAL – DIRECTOR & SECRETARY**  
**NICOLAAS EDWARD BLOM – DIRECTOR & PRESIDENT**

**RESOLVED**, that the principal office of the corporation shall be located at:

c/o C4 Odyssey, Inc.  
2443 Fillmore Street  
Suite # 380-5446  
San Francisco  
CA 94115

Dated: January 4, 2016

/s/

/s/

---

**RONALD YADIN LOWENTHAL**

---

**NICOLAAS EDWARD BLOM**

2017

## Profit Corporation Annual Report

Due on or Before: January 1, 2017  
ID: 2016-000703144  
State of Formation: Wyoming  
License Tax Paid: **\$50.00**  
AR Number: 02392803

### For Office Use Only

Wyoming Secretary of State  
2020 Carey Ave., Ste. 700, Cheyenne, WY 82002-0020  
307-777-7311  
<https://wyobiz.wy.gov/Business/AnnualReport.aspx>

### **Apogee Central Clearing, Inc.**

#### 1: Mailing Address

c/o C4 Odyssey, Inc.  
2443 Fillmore Street  
Suite # 380-5446  
San Francisco, CA 94115

#### 2: Principal Office Address

c/o C4 Odyssey, Inc.  
2443 Fillmore Street  
Suite # 380-5446  
San Francisco, CA 94115

Phone: (415) 839-9717

Email: [corporate@apogeeconsolidated.com](mailto:corporate@apogeeconsolidated.com)

#### Current Registered Agent:

Registered Agents Inc.  
412 N Main St Ste100  
Buffalo, WY 82834

• Please review the current Registered Agent information and, if it needs to be changed or updated, complete the appropriate Statement of Change form available from the Secretary of State's website at <http://soswy.state.wy.us>

#### 3: Officers and Directors

Treasurer / Director	Ronald Yadin Lowenthal - Renasa House, 170 Oxford Road, Melrose, Johannesburg, Gauteng, 2196, Republic of South Africa
Secretary	Ronald Yadin Lowenthal - Renasa House, 170 Oxford Road, Melrose, Johannesburg, Gauteng, 2196, Republic of South Africa
President / Director	Nicolaas Edward Blom - Renasa House, 170 Oxford Road, Melrose, Johannesburg, Gauteng, 2196, Republic of South Africa

I hereby certify under the penalty of perjury that the information I am submitting is true and correct to the best of my knowledge.

Ronald Yadin Lowenthal

Signature of Treasurer or Fiscal Agent

Ronald Yadin Lowenthal

Printed Name of Treasurer or Fiscal Agent

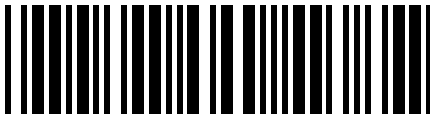
January 4, 2016

Date

**The fee is \$50 or two-tenths of one mill on the dollar (\$.0002), whichever is greater.**

#### **Instructions:**

1. Complete the required worksheet.
2. Sign and date this form and return it to the Secretary of State at the address provided above.



Appendix 1 Worksheet - Annual Report - Not a Public Record  
**List only Assets Located and Employed in Wyoming**

A balance sheet is provided below (similar to Schedule L of IRS Form 1120, 1120S, or Form 1065 for partnerships) showing the items to be included in computing "total assets" (with the three exceptions):

1.	Cash		\$	0.00
2a.	Trade Notes & Accounts Receivable	\$	0.00	
2b.	Subtract Allowance for bad debts	\$(	0.00)	\$ 0.00
3.	Inventories		\$	0.00
4.	U.S. Government Obligations		\$	0.00
5.	Tax-Exempt Securities		\$	0.00
6.	Other Current Assets		\$	0.00
7.	Loans to Stockholders		\$	0.00
8.	Mortgage and Real Estate Loans (loans or investments owned not your debts)		\$	0.00
9.	Other Investments		\$	0.00
10.	Buildings & Other Depreciable Tangible Assets, real and personal (Use assessed valuation). DO NOT subtract accumulated depreciation from assessed valuation. For depreciable assets which are not assessed, use balance sheet depreciation subtracted.		\$	0.00
11.	Depletable assets (soda, coal, mineral oil, precious metals, saline, or other valuable deposits); the value is equal to the assessed value of the gross product produced for the fiscal year most recently ended.		\$	0.00
12.	Land (Use assessed valuation.)		\$	0.00
13a.	Intangible Assets	\$	0.00	
13b.	Subtract Accumulated Amortization	\$(	0.00)	\$ 0.00
14.	Other assets		\$	0.00
15.	Total Asset Value for computing tax (add lines 1-14)		\$	0.00

**The filing fee is \$50 or two-tenths of one mill on the dollar (\$.0002) whichever is greater.**

<b>For example:</b>	<b>Assets</b>	<b>Fee</b>
	\$0 - \$250,000	\$50
	> \$250,000	Multiply Total Assets by .0002

**Annual Report License Tax Rules**

**Section 1. Definitions.** (a) "Assessed value" is the taxable value of an asset subject to a Wyoming ad valorem tax as defined by W.S. 39-11-101(a)(i) as shown on the annual assessment schedule prepared by the County Assessor. Generally, assets which have an assessed value are reported on line 10 (buildings and other depreciable assets) and line 12 (land) on a corporation's balance sheet. (b) "Balance sheet value" is the end of the tax year value of an asset entered on the company's balance sheet. Balance sheet value shall be reported as contemplated in W.S. 17-16-1630 which states:

(i) "Financial information in the annual report shall be current as of the end of the corporation's fiscal year immediately preceding the date the annual report is executed on behalf of the corporation."

(c) "Capital, property and assets" does not include the value of the corporation's stock, net worth, or the net equity of the corporation. Capital property and assets means "total assets" from the company's balance sheet (similar to line 15 of Schedule L of IRS Form 1120 or 1120S) for the year most recently ended with three exceptions:

(i) For "Depreciable assets" (line 10) use the assessed value for any asset having an assessed value (buildings or improvements) and use balance sheet value less accumulated depreciation for assets with no assessed value. Depreciation shall not be deducted from "assessed value."

(ii) For "Depletable assets" (line 11) like soda, coal, mineral oil, silver or gold, use the "assessed value" of the gross product from the mine or mining claim (amount shown on Wyoming State Department of Revenue annual gross products tax return), not the balance sheet value;

(iii) For "Land" (line 12) use the assessed value not the balance sheet value.

**Section 2. Computation of License Tax.** (a) A corporation whose entire assets are located in Wyoming shall complete the worksheet and then apply the total asset figure to the following tax schedule. A corporation whose assets are in Wyoming and in other states shall use balance sheet values for any assets located in Wyoming (with the three exceptions described in Section 1c of these rules) and apply the asset figure to the following tax schedule (b) The fee is \$50 or two-tenths of one mill on the dollar (\$.0002) whichever is greater. (c) The worksheet is incorporated herein by reference. This worksheet which discloses proprietary information is not a public record under the Public Records Act, W.S. 16-4-203(d)(v), and therefore is not disclosable to the public. (d) The figures submitted on the Secretary of State's annual report form are public information and will be disclosed.