



GNCC CAPITAL, INC.
ARTICLES OF AMENDMENT

FILED: JULY 27, 2021

IMPLEMENTATION:-

On July 16, 2021, the Secretary of State, Wyoming, approved the Corporation increasing its Authorized Preferred shares of Stock to that of 90,300,000,000. 90,000,000,000 are Authorized Shares of Common Stock and 300,000,000 shares of Preferred Stock.

RATIONALE:-

Premier Development & Investment, Inc. (“Premier”) elected to increase its investment in GNCC Capital, Inc. (“GNCC”) and through their purchase of GNCC shares of Series “B” Convertible Preferred Stock and from existing shareholders. This purchase was conditional upon GNCC raising its Authorized Share Capital. GNCC is contractually bound to immediately raise its Authorized Share Capital and if requested by any shareholder of any Class of its shares of Convertible Preferred Stock.

EXHIBITS:

Articles of Amendment duly stamped and approved by the Wyoming Secretary of State and dated July 16, 2021.

DATED: JULY 27, 2021



Wyoming Secretary of State

Herschler Building East, Suite 101
122 W 25th Street
Cheyenne, WY 82002-0020
Ph. 307.777.7311
Email: Business@wyo.gov

WY Secretary of State
FILED: 07/16/2021 11:13 AM
Original ID: 2014-000677121
Amendment ID: 2021-003275386

**Profit Corporation
Articles of Amendment**

1. Corporation name:

(Name must match exactly to the Secretary of State's records.)

GNCC CAPITAL, INC.

2. Article number(s)

10

is amended as follows:

**See checklist below for article number information.*

Tenth: "The total number of shares which the Corporation shall have the authority to issue is 90,300,000,000 (Ninety billion three hundred million) consisting of 90,000,000,000 (Ninety billion) shares of Common Stock and 300,000,000 (Three hundred million) shares of Preferred Stock, Par Value: \$0.00001 per share."

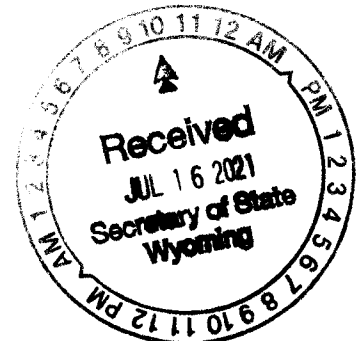
3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself which may be made upon facts objectively ascertainable outside the articles of amendment.

NOT APPLICABLE

4. The amendment was adopted on

07/14/2021

(Date – mm/dd/yyyy)



5. Approval of the amendment: (Please check only one appropriate field to indicate the party approving the amendment.)



Shares were not issued and the board of directors or incorporators have adopted the amendment.

OR



Shares were issued and the board of directors have adopted the amendment *without shareholder approval*, in compliance with W.S. 17-16-1005.

OR



Shares were issued and the board of directors have adopted the amendment *with shareholder approval*, in compliance with W.S. 17-16-1003.

Signature: _____

(May be executed by Chairman of Board, President or another of its officers.)

Date: _____

07/14/2021

(mm/dd/yyyy)

Print Name: _____

RONALD YADIN LOWENTHAL

Contact Person: _____

RONALD YADIN LOWENTHAL

Title: _____

EXECUTIVE CHAIRMAN

Daytime Phone Number: _____

(702) 990-0156

Email: _____

corporate@gncc-capital.com

(An email address is required. Email(s) provided will receive important reminders, notices and filing evidence.)

Checklist

- ☐ **Filing Fee: \$60.00** Make check or money order payable to Wyoming Secretary of State.
- ☐ **Processing time is up to 15 business days** following the date of receipt in our office.
- ☐ *Refer to original articles of incorporation to determine the specific article number being amended or use the next number in sequence if you are adding an article. **Article number(s) is not the same as the filing ID number.**
- ☐ Please mail with payment to the address at the top of this form. **This form cannot be accepted via email.**
- ☐ Please review the form prior to submission. **The Secretary of State's Office is unable to process incomplete forms.**