

**ACTION BY UNANIMOUS WRITTEN CONSENT IN
LIEU OF ORGANIZATIONAL MEETING BY THE BOARD OF DIRECTORS
OF
GOPHORA INC.,
*a Florida Corporation***

The undersigned, constituting all of the members of the board of directors (the “Board”) of **GOPHORA INC.**, a Florida corporation (the Corporation), in lieu of holding a meeting of the Board, hereby consent to the taking of the actions set forth herein, and the approval and adoption of the following resolutions by this unanimous written consent (“Written Consent”) pursuant to Section of the Florida General Corporation Law:

State Law

RESOLVED, The Corporation is organized under **Title 36, Chapter 607,617,621 of the Florida State Statutes** and except as otherwise provided herein, the Statutes shall apply to the governance of the Corporation

Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation filed with the Florida Secretary of State hereby are adopted, ratified and affirmed in all respects.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to insert a certified copy of the Articles of Incorporation in the Corporation’s minute book.

Adoption of Bylaws

RESOLVED, that the bylaws presented to the Board and attached hereto are adopted as the bylaws of the Corporation (“Bylaws”) to (i) regulate the conduct of the Corporation’s business and affairs, and (ii) amend, restate, and supersede the Corporation’s prior existing bylaws, if any, in their entirety.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws, to insert the Bylaws as so certified and as may be amended from time to time, in the minute book of the Corporation and to see that a copy, similarly certified, is kept at the principal executive office for the transaction of business of the Corporation, as required by law.

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to issue and sell shares of common stock of the Corporation, *\$us. 0.0 (Zero Dólar USA) initial* par value (the “Shares”), which the Board hereby determines to be the fair market value of the Corporation’s common stock as of the date hereof, to each person named below (the “Shareholder”), in the amounts specified opposite each name in exchange for cash or contributed property as follows:

| <u>Name of Shareholder</u> | <u>Number of Shares</u> | <u>Total Purchase Price(\$)</u> |
|---------------------------------------|-------------------------|---------------------------------|
| Andrea Virginia Covarrubias Centellas | 7,000,000 | \$us 0.00 |

RESOLVED FURTHER, that the Board hereby determines that the officers authorized to issue the stock certifications, they will reserve the following shares for this purposes or situations according to the authorized shares and specified par value shares:

| <u>Name or Case</u> | <u>Number of Shares</u> | <u>Total Purchase Price(\$)</u> |
|----------------------|-------------------------|---------------------------------|
| 1. Angel Investor(s) | 2,000,000 | \$us 0.15 |
| 2. ESOP | 1,000,000 | Fair Market Value |
| Total | 10,000,000 | |

RESOLVED FURTHER, that the Board hereby determines that the consideration to be received for the above-mentioned Shares is adequate for the Corporation’s purposes, and that the sale and issuance of the Shares to each of the above-named persons shall be conditioned upon receipt by the Corporation of the purchase price of said Shares and final copies of all appropriate documentation required by Corporation.

RESOLVED FURTHER, that upon the issuance and sale in accordance with the foregoing resolutions, such Shares shall be validly issued, fully paid and non-assessable shares of common stock of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, (i) to take all actions necessary to comply with applicable laws with respect to the sale and issuance of the Shares, (ii) to thereafter execute and deliver on behalf of the Corporation, pursuant to the authorization above, share certificates representing the Shares set forth above, and (iii) to take any such other action as they may deem necessary or appropriate to carry out the issuance of the Shares and intent of these resolutions.

Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

Chairman: **Andrea Virginia Covarrubias Centellas**
President and Chief Executive Officer (CEO): **Andrea Virginia Covarrubias Centellas**
Secretary: **Andrea Virginia Covarrubias Centellas**

Corporate Records and Minute Book

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books that may be required by the laws of Florida or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to maintain a minute book containing the Articles of Incorporation, as filed with and certified by the office of the Florida Secretary of State and as may be amended from time to time, its Bylaws and any amendments thereto, and the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's shareholders shall from time to time direct and to ensure that an up to date copy is also kept at the principal executive office of the Corporation (as designated below).

Corporate Seal

RESOLVED, that the Corporation shall have a corporate seal in the next form: *Two concentric circles with the name of the Corporation between the two circles and the year of incorporation and "Florida" within the inner circle.*

Share Certificates

RESOLVED, that the form of share certificate attached hereto has been presented to the Board for review and is hereby approved and adopted as the form share certificate of the Corporation and the Secretary of the Corporation is directed to insert such form share certificate in the minute book of the Corporation.

Ratification of Actions by Incorporator

RESOLVED, that the Action by Written Consent of the Sole Incorporator dated **October 5, 2020** and all actions taken by the Corporation's sole incorporator, **BUSINESS MIND SOLUTIONS, CORP.** and its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on **December 31**.

Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall initially be located at **8860 SW 123RD CT, APT K309, MIAMI, FL 33186**

Bank Accounts

RESOLVED, that the officer: **ANDREA VIRGINIA COVARRUBIAS CENTELLAS** of the Corporation is hereby authorized and directed to establish, maintain and close one or more accounts in the name of the Corporation for the funds of the Corporation with any federally insured bank or similar depository; to cause to be deposited, from time to time, in such accounts, such funds of the Corporation as such officer deems necessary or advisable, and to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts; and to make such rules and regulations with respect to such accounts as such officers may deem necessary or advisable, and to complete, execute and deliver any documents as banks and similar financial institutions customarily require to establish any such account and to exercise the authority granted by this resolution including, but not limited to, customary signature card forms and form banking resolutions.

RESOLVED FURTHER, that all form resolutions required by any such depository, if any, are adopted in such form used by such depository by this Board, and that the Secretary is authorized to certify such resolutions as having been adopted by the Board and directed to insert a copy of any such form resolutions in the minute book of the Corporation.

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Corporation is entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions, as adopted by the Board.

Qualification to do Business

RESOLVED, that the officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to take such action as they may deem necessary or advisable to effect the qualification of the Corporation to do business as a

foreign corporation in each state that the officers may determine to be necessary or appropriate, or to withdraw from or terminate the Corporation's qualification to do business in any such state.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses of the incorporation and organization of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Agent for Service of Process in Florida

RESOLVED, that **Maria Concepcion Menacho, Manager, BUSINESS MIND SOLUTIONS, CORP.** shall be appointed the Corporation's agent for service of process in Florida.

Subchapter C Election

RESOLVED, that the Corporation shall elect to be treated as a "small business corporation" for income tax purposes under Subchapter C of Chapter 1 of the Internal Revenue Code of 1986, and under the parallel provisions of the laws of the state of Florida and that the officers of the Corporation are hereby authorized and directed to complete and file or cause to be filed an Election by a Small Business Corporation with the Internal Revenue Service pursuant to Section 1362(a) of the Internal Revenue Code and obtain the written consent of each shareholder of the Corporation, and any person having a community property interest in the Corporation's stock, to such Subchapter C election and file such consent at the same time as the Election by a Small Business Corporation, or within an extended period of time as may be granted by the Internal Revenue Service.

Authorization of Further Actions

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further actions they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED FURTHER, that any and all actions taken by any officer of the

Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: **October 15, 2020**

Director:

Andrea Virginia Covarrubias Centellas