

P15000065048

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

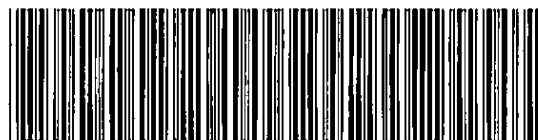
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TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 21, 2023

FLORIDA FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL 32301

SUBJECT: SMART TALK TRANSPORT CORP
Ref. Number: P15000065048

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TALLAHASSEE, FL

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FL

We have received your document for SMART TALK TRANSPORT CORP, and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

You failed to make the correction(s) requested in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 923A00019294

Please keep original file date (if possible)
THANKS!

www.sunbiz.org

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 08/15/2023

NAME: SMART TALK TRANSPORTATION CORP

TYPE OF FILING: AMENDMENT

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Smart Talk Transportation Corp.

DOCUMENT NUMBER: P15000065048

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Smith

Name of Contact Person

Smith Eilers, PLLC

Firm/ Company

149 S. Lexington Ave.

Address

Asheville, NC 28801

City/ State and Zip Code

David@smitheilers.com; Kristen@smitheilers.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

David Smith

at (561)

484-7172

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Smart Talk Transportation Corp.

DOCUMENT NUMBER: P15000065048

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Address
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David@smitheilers.com; Kristen@smitheilers.com
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CLERK OF THE
SUPREME COURT
TALLAHASSEE, FL

For further information concerning this matter, please call:

David Smith at (561) 484-7172
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

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Street Address
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The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED ARTICLES OF INCORPORATION
OF
SMART TALK TRANSPORT CORP.**

The undersigned, being natural persons more than eighteen years of age, pursuant to Florida Business Corporation Act ("Florida Business Corporation Act"), hereby adopt the following Amended Articles of Incorporation, to be incorporated as part of the filing of the form of Florida Articles of Amendment to Articles of Incorporation:

FIRST (Corporate Name):

The name of the corporation is: Smart Talk Transport Corp.

Principal office: 1150 NW 72 Ave. Suite 411
Miami, FL 33126

SECOND (Registered Agent For Service of Process): The Registered Agent for Service of Process shall be Andre Corbert, 1150 NW 72 Ave, Suite 411, Miami, FL 33126.

THIRD (Authorized Shares):

(a) The corporation shall have one class of shares. The class shall be defined as "Common" shares. The corporation shall be authorized to issue Fifty Million (50,000,000) Common shares, each having a par value of \$0.0001. Each Common Share shall be entitled to one vote for all matters on which a shareholder vote is requested or required.

Common stock of the company may be issued from time to time without prior approval by the shareholders. The stock of the company may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue such shares of Common stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in such corporate resolution(s) and the corresponding certificate(s) of designation. The holders of the Common shares are entitled to receive the net assets of the corporation upon dissolution. The Board of Directors may restructure the issued and outstanding shares with respect to a forward or reverse split, without a shareholders' meeting, general or special meeting.

(b) The Board of Directors are authorized to fix or alter, from time to time, the voting powers and such designations, preferences and relative participation, options, or special rights of the shares of each such series and the qualifications, limitations, or restrictions of any un-issued series of stock and to establish, from time to time, the number of shares constituting any such series, or any share.

(c) Each shareholder of record shall have voting rights as described above, except that in the election of directors he or she shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(d) No shareholder of the corporation shall have any preemptive or similar right to acquire any additional unissued or treasury shares of stock, or for other securities of any class, or for rights, warrants, or options to purchase stock or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(e) The Board of Directors may, from time to time, distribute to the shareholders in partial

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liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of the State of Florida.

FOURTH (Names and Addresses of Board of Directors): The names and addresses of the members of the Board of Directors are as follows: Andre Corbert, Roberto Solis, and Stylianos Vergitsis. All directors shall have the following address: 1150 NW 72 Ave, Suite 411, Miami, FL 33126. The Board of Directors shall serve as directors until the next annual meeting of shareholders or until their successors are elected and shall qualify.

FIFTH (Purposes):

(a) The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

(b) In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable, or proper for the accomplishment of any of its corporation purposes.

SIXTH (Duration): The corporation shall have perpetual existence.

SEVENTH (Amendments to Articles of Incorporation): The Board of Directors reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the corporation herein are granted subject to this reservation.

EIGHTH (Number of Directors): The Board of Directors shall be composed of not less than one nor more than seven directors.

NINTH (Board of Directors Powers): In furtherance, and not in limitation of those powers conferred by statute, the Board of Directors is expressly authorized in the following, including, but not limited to:

(a) The authority to establish Bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation. The Board of Directors shall have the authority to alter and amend the Bylaws, from time to time, as may be necessary to conduct the business of the corporation without the need to have shareholder approval.

(b) To authorize and cause to be executed mortgages and lines of credit, with or without limitations as to the amount, upon the real and personal property of the corporation.

(c) To authorize and guaranty by the corporation of the securities, evidences of indebtedness and obligations or other persons, corporations or business entities.

(d) To set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve.

(e) By resolution adopted by the majority of the whole Board of Directors, to designate one or more committees to consist of one or more Directors of the corporation, which to the extent provided by resolution or in the Bylaws of the corporation, shall have and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have name and names as may be set forth and stated in the Bylaws of the corporation or as may be determined from time to time by

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NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

resolution adopted by the Board of Directors. All the corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise stated herein or in the Bylaws.

TENTH (Indemnification): (a) So long as provided for and allowed pursuant to the Florida Business Corporation Act, the corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of no contest or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(b) So long as provided for and allowed pursuant to the Florida Business Corporation Act, the corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in (a) or (b) of this Article X or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(d) Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in Section (d) of this Article, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

(e) The Board of Directors may exercise the corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Amended Articles of Incorporation, the Bylaws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

(g) The liability of directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time.

Additional Provisions:

Shareholder Action Without Meeting: Any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice and without a vote if written consents are signed by shareholders holding at least a majority (meaning greater than 50%) of the shares entitled to vote on such matter. Such written consents must be filed with the minutes of the proceedings of the shareholders of the corporation.

Board of Directors Action Without Meeting: Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board of Directors or committee for all purposes.

IN WITNESS WHEREOF the undersigned have hereunto signed the original in duplicate.

DATED THIS: 27th day of July, 2023.

Andre Corbert
Andre Corbert (Jul 27, 2023 13:35 MDT)
Andre Corbert – CEO

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TALLAHASSEE, FL

July 27, 2023

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
(voting group)

08/30/2023
Dated _____

Signature Andre Corbert
Andre Corbert (Aug 30, 2023 07:49 EDT)
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Andre Corbert

(Typed or printed name of person signing)

CEO

(Title of person signing)

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