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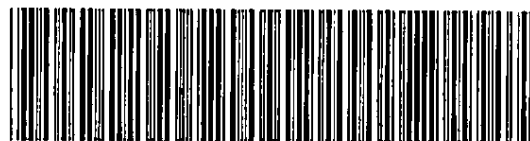
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COVER LETTER

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SUBJECT: THE TECHNOCRAT SPIRITS, CORP.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: LAW OFFICE OF CHRISTIAN FONG, P.A.

Name (Printed or typed)

515 LORETTO AVE

Address

CORAL GABLES, FL 33146

City, State & Zip

786-607-3664

Daytime Telephone number

CHRISTIAN@CFONGLAW.COM

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE TECHNOCRAT SPIRITS, CORP.

FILED
2023 NOV - 1 AM 10:19
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is "THE TECHNOCRAT SPIRITS, CORP."

ARTICLE II
Principal Office

The principal place of business and mailing address is 3071 Orange St. Miami, FL 33133.

ARTICLE III
Purpose

The purpose for which this corporation is organized is any lawful activity permitted in the State.

ARTICLE IV
Shares

A. AUTHORIZED SHARES. The total number of shares of all classes of stock which the Corporation shall be authorized to issue is 1,100,000 shares, of which: (i) 100,000 shares are designated as Class F Common Stock (the "**Class F Common Stock**"), and (ii) 1,000,000 shares are designated as Class A Common Stock (the "**Class A Common Stock**"), and together with the Class F Common Stock, the "**Common Stock**"). The number of authorized shares of any class or classes of capital stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation entitled to vote on the matter and, except as may otherwise be provided in these Articles of Incorporation, as they may be amended from time to time.

B. COMMON STOCK. The powers, preferences and rights of the Class F Common Stock and the Class A Common Stock, and the qualifications, limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law or as expressly provided herein as follows:

1. VOTING RIGHTS.

a. General. Except as otherwise provided herein or by applicable law, the holders of shares of Class F Common Stock and the holders of shares of Class A Common Stock

shall vote together as one class on all matters submitted to a vote or for the consent of the shareholders of the Corporation.

b. Provisions Applicable to Class A Common Stock. Except as otherwise provided herein or by applicable law, each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable record date on any matter that is submitted to a vote or for the consent of the shareholders of the Corporation.

c. Provisions Applicable to Class F Common Stock. Except as otherwise provided herein or by applicable law, each holder of shares of Class F Common Stock shall be entitled to ten (10) votes for each share of Class F Common Stock held as of the applicable record date on any matter that is submitted to a vote or for the consent of the shareholders of the Corporation.

d. Election of Board of Directors. The holders of Class A Common Stock, voting as a separate class, shall be entitled to elect one (1) member of the Corporation's Board of Directors (the "**Board**") at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors (the "**Class A Common Stock Director**"), and to remove from office the Class A Common Stock Director and to fill any vacancy caused by the resignation, death or removal of the Class A Common Stock Director. The Class A Common Stock Director may be removed without cause by the holders of a majority of the outstanding Class A Common Stock. The holders of Class F Common Stock, voting as a separate class, shall be entitled to elect two (2) members of the Corporation's Board (the "**Class F Common Stock Directors**") at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors, and to remove from office the Class F Common Stock Directors and to fill any vacancy caused by the resignation, death or removal of the Class F Common Stock Directors. The holders of Class A Common Stock and Class F Common Stock, voting together as a single class, shall be entitled to elect all remaining members of the Board at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

2. DIVIDENDS AND DISTRIBUTIONS. The holders of Class A Common Stock and the holders of Class F Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor; provided, however, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class F Common Stock shall receive Class F Common Stock or rights to acquire Class F Common Stock, as the case may be.

3. LIQUIDATION. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of Class A Common Stock and the holders of Class F Common Stock shall be entitled to share equally, on a

per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

4. OTHER SPECIAL VOTING REQUIREMENTS. As long as any shares of the Class F Common Stock shall be issued and outstanding, the Corporation shall not, directly or indirectly, do any of the following without (in addition to any other vote required by law or these Articles of Incorporation) the affirmative vote or written consent of the holders of at least a majority of the shares of Class F Common Stock then outstanding:

a. amend, alter, change, or repeal any of the powers, preferences, rights, privileges, restrictions or provision provided in these Articles of Incorporation so as to affect the Class F Common Stock adversely;

b. amend, alter, change, or repeal the Bylaws of the Corporation so as to affect the Class F Common Stock adversely;

c. authorize, create or issue, increase or decrease (other than for decreases resulting from conversion of the Class F Common Stock) the authorized number of shares of, any class or series of capital stock;

d. enter into any merger or reorganization of the Corporation;

e. sell, lease, exchange, transfer or otherwise dispose of all, or substantially all, of the property, assets, or business of the Corporation, whether or not in the usual and regular course of business;

f. liquidate, dissolve or wind-up the business and affairs of the Corporation, or consent, agree or commit to any of the foregoing without conditioning such consent, agreement or commitment upon obtaining the approval required by this Article IV, Section B, Subsection 4;

g. Increase or decrease the size of the Board;

h. pay or declare any dividend, whether in cash or property, or make any other distribution on the Common Stock, or purchase, redeem or otherwise acquire for value any shares of Common Stock, except for:

(1) acquisitions of Common Stock by the Corporation pursuant to agreements which permit the Corporation to repurchase such shares at cost (or the lesser of cost or fair market value) upon termination of services to the Corporation; or

(2) acquisitions of Common Stock in exercise of the Corporation's right of first refusal to repurchase such shares.

i. enter into any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which the shareholders of the Corporation

immediately prior to such consolidation, merger or reorganization, continue to hold at least a majority of the voting power of the surviving entity in substantially the same proportions (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger or reorganization;

j. sell, lease, exchange, transfer or otherwise dispose of all, or substantially all, of the property, assets, or business of the Corporation, whether or not in the usual and regular course of business;

k. mortgage, pledge, dedicate to the repayment of indebtedness (whether with or without recourse), create a security interest in, or otherwise encumber any or all of the property, assets, or business of the Corporation, whether or not in the usual and regular course of business; or

l. create or issue stock rights or options to the shareholders, directors, officers, or employees of the Corporation for the purchase from the Corporation of any shares of any class or classes of shares;

5. CONVERSION.

a. Definitions. As used in this Article IV, Section B, Subsection 5, the following terms shall have the following meanings:

- (1) “**Founder**” means either Guillermo Enrique Sanchez Diaz or Gustavo Julio Planchart Trujillo, each as a natural living person, and “**Founders**” means both of them.
- (2) “**Mental Disability**” means, with respect to a Founder, permanent and total disability such that such Founder is unable to engage in any substantial gainful activity by reason of any medically determinable mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months as determined by a licensed medical practitioner. In the event of a dispute as to whether a Founder has suffered a Mental Disability, no Mental Disability of the Founder shall be deemed to have occurred unless and until an affirmative ruling regarding such Mental Disability has been made by a court of competent jurisdiction, and such ruling has become final and non-appealable.
- (3) “**Permitted Entity**” shall mean, with respect to any Founder, any trust, account, plan, corporation, partnership, or limited liability company established by or for such Founder.
- (4) “**Transfer**” of a share of Class F Common Stock shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or

beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, a transfer of a share of Class F Common Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, Voting Control over a share of Class F Common Stock by proxy or otherwise; provided, however, that the following shall not be considered a "Transfer" within the meaning of this Article IV, Section B, Subsection 5(a)(4):

- (A) the granting of a proxy to officers or directors of the Corporation at the request of the Board in connection with actions to be taken at an annual or special meeting of shareholders;
- (B) the entering into a voting trust, agreement or arrangement (with or without granting a proxy) solely with shareholders who are Founders or one or more Permitted Entities of Founders; or
- (C) the pledge of shares of Class F Common Stock by a Founder or a Permitted Entity of a Founder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction so long as the Founder continues to exercise exclusive Voting Control over such pledged shares; provided, however, that a foreclosure on such shares of Class F Common Stock or other similar action by the pledgee shall constitute a "Transfer".

(5) "Voting Control" with respect to a share of Class F Common Stock shall mean the power (whether exclusive or shared) to vote or direct the voting of such share of Class F Common Stock by proxy, voting agreement or otherwise.

b. Voluntary Conversion. Each share of Class F Common Stock may from time to time, at the option of the holder of record thereof, be converted into one (1) fully paid and nonassessable share of Class A Common Stock upon written notice to the Secretary of the Corporation at its principal offices as provided on the website maintained by or for the Secretary of State of the State of Florida, which notice shall be effective upon receipt by the Corporation.

c. Automatic Conversion. Each share of Class F Common Stock shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon a Transfer of such share, other than a Transfer from a Founder.

or any Permitted Entity of such Founder, to another Founder, or any Permitted Entity of such other Founder.

d. Conversion Upon Death or Mental Disability. Each share of Class F Common Stock held of record by a Founder, or by such Founder's Permitted Entities, shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the death of such Founder; provided, however, that:

- (1) If a Founder, or such Founder's Permitted Entity (in either case, the "**Transferring Founder**") Transfers exclusive Voting Control (but not ownership) of shares of Class F Common Stock to another Founder (the "**Transferee Founder**") which Transfer of Voting Control is contingent or effective upon the death or Mental Disability of the Transferring Founder, then each share of Class F Common Stock that is the subject of such Transfer shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (a) nine (9) months after the earlier of the date upon which the Transferring Founder died or the date upon which Mental Disability in respect of such Transferring Founder occurred, as the case may be, or (b) the date upon which the Transferee Founder ceases to hold exclusive Voting Control over such shares of Class F Common Stock; provided, further, that if the Transferee Founder shall die or suffer Mental Disability within nine (9) months following the death or Mental Disability, as the case may be, of the Transferring Founder, then a trustee designated by the Transferee Founder and approved by the Board may exercise Voting Control over: (x) the Transferring Founders' shares of Class F Common Stock and, in such instance, each such share of Class F Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (A) nine (9) months after the date upon which the Transferring Founder died or the date upon which Mental Disability in respect of such Transferring Founder occurred, as the case be, or (B) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class F Common Stock; and (y) the Transferee Founders' shares of Class F Common Stock (or shares held of record by any Permitted Entity of the Transferee Founder) and, in such instance, each such share of Class F Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (A) nine (9) months after the earlier of the date upon which the Transferee Founder died or the date upon which Mental Disability in respect of such Transferee Founder occurred, as the case may be, or (B) the date upon

which such trustee ceases to hold exclusive Voting Control over such shares of Class F Common Stock; and

- (2) If the Founders die, or Mental Disability in respect of the Founders occurs simultaneously (such simultaneous occurrence, a "**Simultaneous Event**"), a trustee designated by the Founders and approved by the Board may exercise Voting Control over the Founders' shares of Class F Common Stock (or shares of Class F Common Stock held of record by any of the Permitted Entities of the Founders) and, in such instance, each such share of Class F Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is the earlier of: (a) nine (9) months after the date of the Simultaneous Event or (b) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class F Common Stock.

e. Procedures. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Class F Common Stock to Class A Common Stock and the general administration of this dual class common stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class F Common Stock furnish affidavits, certificates, or other proof to the Corporation as it deems necessary to verify the ownership of Class F Common Stock and to confirm that a conversion to Class A Common Stock has not occurred. A determination by the Secretary of the Corporation that a Transfer results in a conversion to Class A Common Stock shall be conclusive.

f. Mechanics of Conversion. In the event of a conversion of shares of Class F Common Stock to shares of Class A Common Stock pursuant to this Article IV, Section B, Subsection 5, such conversion shall be deemed to have been made at the time that the Transfer of such shares occurred. Upon any conversion of Class F Common Stock to Class A Common Stock, all rights of the holder of shares of Class F Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock. Shares of Class F Common Stock that are converted into shares of Class A Common Stock as provided in this Article IV, Section B, Subsection 5 shall be retired and may not be reissued.

g. Reservation of Stock. The Corporation shall at all times reserve and keep available for issue upon the conversion of the Class F Common Stock such number of its authorized but unissued shares of Class A Common Stock as will be sufficient to permit the conversion of all outstanding shares of the Class F Common Stock.

C. PREEMPTIVE RIGHTS AT DISCRETION OF BOARD. In its discretion and from time to time, the Board may determine that the shareholders have preemptive rights in shares issued by the Board, at a price determined by the Board. Should the Board offer preemptive rights in any portion of the shares of the Corporation, whenever authorized, or any obligation

convertible into shares of the Corporation, the offer shall not constitute a waiver or release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the shareholders.

ARTICLE V
Initial Directors and Officers

Title: Director
GUILLERMO ENRIQUE SANCHEZ DIAZ
3071 ORANGE ST.
MIAMI FL 33133

Title: Director
GUSTAVO JULIO PLANCHART TRUJILLO
50 OCEAN LANE DR.
APT 208
KEY BISCAYNE FL 33149

Title: President/Secretary
GUILLERMO ENRIQUE SANCHEZ DIAZ
3071 ORANGE ST.
MIAMI FL 33133

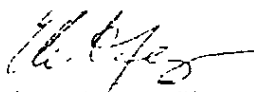
Title: VP/Treasurer
GUSTAVO JULIO PLANCHART TRUJILLO
50 OCEAN LANE DR.
APT 208
KEY BISCAYNE FL 33149

ARTICLE VI
Registered Agent

The name and Florida street address of the registered agent is:

LAW OFFICE OF CHRISTIAN FONG, P.A.
515 LORETTO AVE.
CORAL GABLES, FL 33146

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent Signature

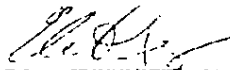
9/24/2019
Date

ARTICLE VII
Incorporator

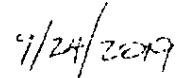
The name and address of the Incorporator is:

LAW OFFICE OF CHRISTIAN FONG, P.A.
515 LORETTO AVE.
CORAL GABLES, FL 33146

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Incorporator Signature



Date

ARTICLE VIII
Effective Date

The effective date of these Articles of Incorporation is the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.