

P20000084924

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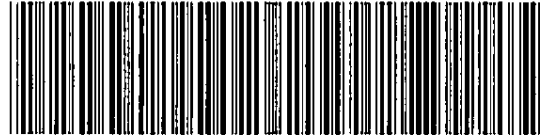
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**COVER LETTER**

**TO:** Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: SOCIAL STACK PRO, INC.**

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

\$35.00 Filing Fee

**FROM:** Name: Jeremy Klein  
Address: 1651 NE 115<sup>th</sup> St., Apt. 17C  
Miami, FL 33181  
Phone: 305-792-9100  
E-mail: [ceo@socialstackpro.com](mailto:ceo@socialstackpro.com)  
(to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

## **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Executive Officer of Social Stack Pro, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on September 25, 2022, Document No. P20000084924.

SECOND: Amended and Restated Articles of Incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on October 26, 2023. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Amended and Restated Articles of Incorporation is as follows:

### **ARTICLE I – NAME**

1. The name of the corporation is: SOCIAL STACK PRO, INC.

### **ARTICLE IV – PRINCIPAL OFFICE AND MAILING ADDRESS**

2. The principal office and mailing address of the Corporation is:

14101 Pcb Pkwy  
Panama City Beach, FL 32413

### **ARTICLE III – PURPOSE**

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Florida.

### **ARTICLE IV – CORPORATE CAPITALIZATION**

4.1 The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,090,000 shares of Common Stock ("Common Stock"), par value \$0.001, which shall be designated as Class A Common Stock (the "Class A Common Stock").

4.2 Except as otherwise provided herein or by applicable law, the holders of shares of Class A Common Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Corporation. Each holder of Class A Common Stock shall be entitled to ten (10) votes for each

share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

4.3 Except with respect to the voting rights set forth in Section 4.2 above, all holders of shares of common stock shall be identical with each other in every respect.

4.4 The holders of common stock shall not vote on, and shall not have any right to vote on, any matter submitted to the holders of any other equity securities of the Company.

4.5 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.6 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.7 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE V – OFFICERS AND/OR DIRECTORS**

5. The Officers of the Corporation are as follows:

Name and Title: David M. Boatwright, Chief Executive Officer  
Address: 14101 Pcb Pkwy  
Panama City Beach, FL 32413

Name and Title: Gordon C. Maclean, Chief Financial Officer  
Address: 14101 Pcb Pkwy  
Panama City Beach, FL 32413

## **ARTICLE VI – REGISTERED AGENT**

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

Name: DAVID M. BOATWRIGHT  
Address: 14101 Pcb Pkwy  
Panama City Beach, FL 32413

*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.*



David Boatwright, Registered Agent

10 / 26 / 2023

Date

## ARTICLE VII - MANAGEMENT

7. In furtherance of and not in limitation of the powers conferred by the laws of the state of Florida:

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Corporation's bylaws (the "**Bylaws**"). Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

(b) Each director shall be entitled to one vote on each matter presented to the Board of Directors.

(c) The Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

## ARTICLE VIII - INDEMNIFICATION

8. Subject to any provisions in the Bylaws related to indemnification of directors or officers of the Corporation, the Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Any amendment, repeal or modification of the foregoing provisions of this Article shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

## ARTICLE IX – ARTICLE CONSOLIDATION

9. These restated articles of incorporation consolidate all amendments into a single document.

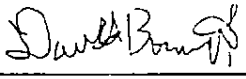
## ARTICLE X – REQUIRED ADOPTION INFORMATION

10.1 The amendments are being filed pursuant to Section 607.0120(11)(e), F.S. The date of each amendments adoption is the date this document is signed.

10.2 The amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

***I submitted 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.***

Date: 10 / 26 / 2023

Signature:   
David M. Boatwright, CEO