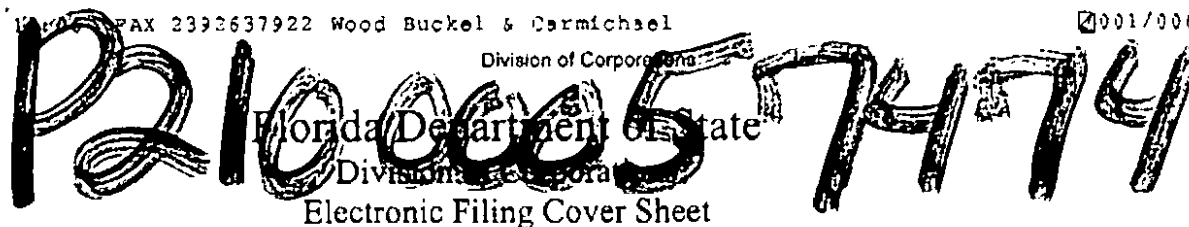


6/17/2021



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Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : WOOD, BUCKEL AND CARMICHAEL, PLLC
Account Number : I20170000051
Phone : (239)552-4100
Fax Number : (239)263-7922

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FLORIDA PROFIT/NON PROFIT CORPORATION
LISTELLA, INC.

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**ARTICLES OF INCORPORATION
OF
LISTELLA, INC.**

(A Florida For-Profit Corporation)

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is LISTELLA, INC. ("Corporation") The principal office and mailing address of the Corporation is 3510 Kraft Road., #200, Naples, Florida 34105

**ARTICLE II
PURPOSES**

The Corporation's primary purpose is to develop, acquire and invest in computer software and computer software applications with the intent to market, license and/or sell rights to use such software for profit to the public at large. Consistent with these purposes the Corporation intends to qualify as a corporation engaged in an active trade or business under §1202(e)(8) of the Internal Revenue Code.

The Corporation may at the direction of the Board of Directors engage in other lawful trade or business activities ancillary to the Corporation's primary purpose.

**ARTICLE III
NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real, personal or intangible property in connection with the primary purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the primary purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

**ARTICLE IV
DIRECTORS**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than Three (3) nor more than Fifteen (15) individuals who otherwise qualify as directors under Florida law. The Directors of the Corporation shall be nominated, elected and removed or replaced by the Shareholders of the Corporation as provided in the Bylaws.

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NAPLES, FLORIDA

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ARTICLE V
AUTHORIZED CAPITAL

The Corporation is authorized to issue the following classes of equity interests and convertible rights:

The Corporation is authorized to issue up to the following number of common shares in total Three Hundred Million Shares (300,000,000) ("Authorized Capital") consisting of the following voting and non-voting classes.

The Corporation is authorized to issue One Hundred Million (100,000,000) Class A No par Value Voting Common Shares ("Class A Shares").

The Corporation is authorized to issue One Hundred Million (100,000,000) Class B Non-Voting No par Value Common Shares ("Class B Shares"). Class B shares shall have all rights associated with the Class A Shares except for the right to Vote.

The Corporation is authorized to issue One Million (1,000,000) convertible warrants. Each warrant issued is convertible into 10 Class A Shares upon the achievement of milestones set by the Board of Directors outlined in the Bylaws and/or the warrant granting document. The convertible warrants shall be non-redeemable and non-transferrable for two (2) years after their issuance.

Up to Two Million (2,000,000) Class A Shares may be designated Founders Shares created from the Authorized Class A. The Founders Shares are intended to qualify as shares of a Qualified Small Business Stock as that term is defined under §1202 of the Internal Revenue Code of 1986, as amended.

The Corporation through its directors and with the consent of its shareholders may create and issue additional shares of stock of the Corporation from the Authorized Capital which shall not be considered Founders Shares in accordance with the Bylaws.

No shareholder shall have preemptive rights.

ARTICLE VII
VOTING TRUST

Two or more of the Class A Shareholders may enter into a voting trust to control certain aspects of the management and capitalization of the Corporation in accordance with §607.0730 of the Florida Statutes.

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ARTICLE VIII
BYLAWS; AMENDMENT OF BYLAWS

The Bylaws of the Corporation may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors coupled with the affirmative vote of two thirds (2/3) of the Shareholders of record at the time of the Vote.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors coupled with the affirmative vote of two thirds (2/3) of the Shareholders of record at the time of the Vote.

ARTICLE X
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is

Wood Buckel & Carmichael, PLLC
2150 Goodlette Road North, Sixth Floor
Naples, Florida 34102

ARTICLE XI
EFFECTIVE DATE

The Effective Date of these Articles shall be July 1, 2021.

ARTICLE XII
INCORPORATOR

The name and address of the sole incorporator is:

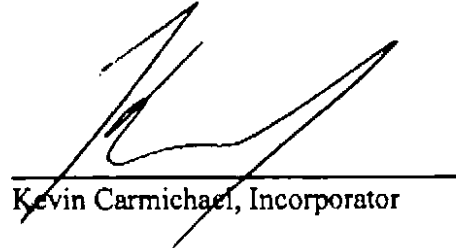
Kevin Carmichael
Wood Buckel & Carmichael
2150 Goodlette Road North, Sixth Floor
Naples, Florida 34102

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation at Naples, Florida on the 17 day of June, 2021.

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.817.135,


Kevin Carmichael, Incorporator

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

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 all on the 17 day of June, 2021.

Wood Buckel and Carmichael, PLLC



Kevin Carmichael, Registered Agent

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TALLAHASSEE, FLORIDA

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