

P220000067984

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

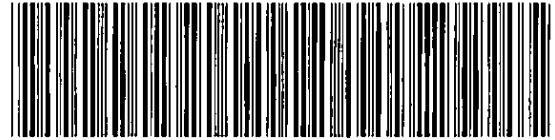
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NEIGHPART INTERNATIONAL CORP.

DOCUMENT NUMBER: P22000067984

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

Please return all correspondence concerning this matter to the following:

OSCAR F BERNAL
Name of Contact Person
B&P INTL CONSULTING, LLC
Firm/ Company
20301 SW 106th AVE
Address
MIAMI, FL 33189
City/ State and Zip Code
BPINTERCONSULTING@GMAIL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

OSCAR F BERNAL at (305) 4394139
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) |
|---|--|---|--|

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

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FL

Articles of Amendment
to
Articles of Incorporation
of

NEIGHPART INTERNATIONAL CORP.

(Name of Corporation as currently filed with the Florida Dept. of State)

P22000067984

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk, CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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 09/28/2011 11:11:45

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED AMENDMENTS DOCUMENTS TO BE INCLUDED WITH THE ARTICLES OF INCORPORATION

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

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JANUARY 11, 2023

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

SEPTEMBER 5, 2023

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.

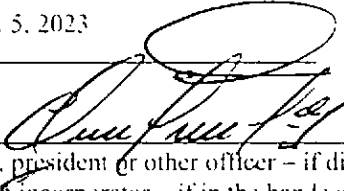
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____,"
(voting group)

Dated SEPTEMBER 5, 2023

Signature


(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)

OSCAR F BERNAL

(Typed or printed name of person signing)

INCORPORATOR & REGISTERED AGENT

(Title of person signing)

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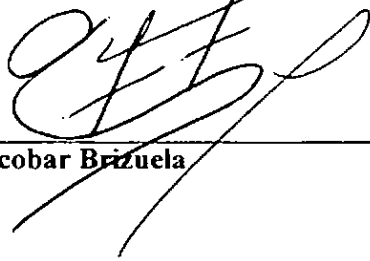
**SECRETARY'S CERTIFICATE REGARDING
CORPORATE RESOLUTIONS FOR AMENDMENT OF THE
ARTICLES OF INCORPORATION, CREATION OF SERIES A
PREFERRED SHARES IN ACCORDANCE WITH THE
CERTIFICATE OF DESIGNATION OF PREFERRED SERIES A
AND COMPENSATION OF MR. CLAUDIO ESCOBAR**

I hereby certify that I am the Secretary of Neighpart International Corp. a corporation duly organized and existing under the laws of the State of Florida, and that the attached resolutions are true copies adopted by the Board of Directors of said corporation at the direction and with the consent of the majority of the shareholders. The resolutions were adopted at a meeting held January 11, 2023, and that such resolutions have not been rescinded or modified and are in full force and effect.

CERTIFIED, that the President, Vice President and the Treasurer of this Corporation, or any of such officers, he and they hereby are fully authorized and empowered to take action concerning the execution and repurchase of common stock in accordance with the amendment of the Articles of Incorporation, creation of Series A Preferred Stock and compensation for Mr. Claudio Escobar and to make, execute, and deliver, under the corporate seal of this Corporation any and all written instruments necessary or proper to effectuate the authority hereby conferred.

I further certify that the authority thereby conferred is not inconsistent with the Charter or Bylaws of this Corporation and that the signatures endorsing the resolutions are true and correct for the officers of this Corporation and Shareholders as of the present date and a record of the officers' signatures:

Secretary:



Claudio A Escobar Brizuela

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NEIGHTPART INTERNATIONAL CORP.

**ACTION BY WRITTEN CONSENT OF SHAREHOLDERS OF NEIGHTPART
INTERNATIONAL CORP. IN LIEU OF SPECIAL MEETING**

WHEREAS, pursuant to the applicable statutes and Bylaws of this Corporation, it is deemed desirable and in the best interests of this Corporation that the following actions be taken by the Shareholders or this Corporation pursuant to this Written Consent:

NOW, THEREFOR BE IT RESOLVED that the undersigned Shareholders of this Corporation hereby consent to, approve and adopt the following:

AMENDMENT OF THE ARTICLES OF INCORPORATION

WHEREAS the Shareholders deem it in the best interest of the Corporation to amend the Articles of Incorporation pursuant to the Florida Business Corporations Act., and;

WHEREAS, in accordance with the Section 607.1007 of the Florida Business Corporations Act, the Corporation's Bylaws, the Corporation may amend its Articles of Incorporation to increase the authorized shares by the written consent of its Shareholders.

NOW, THEREFORE, BE IT

RESOLVED, by written consent of the Shareholders, pursuant to the provisions of the Articles of Incorporation of the Corporation (as such may be amended, modified, or restated from time to time) the Articles of Incorporation shall be amended to increase the authorized shares of common stock from one million (1,000,000) shares to one billion (1,000,000,000) shares with a par value of \$0.001.

RESOLVED, that by written consent of the Shareholders, pursuant to the provisions of the Articles of Incorporation of the Corporation (as such may be amended, modified or restated from time to time) the Articles of Incorporation shall be amended to authorized twenty million (20,000,000) shares of preferred stock with a par value of \$0.001.

CREATION OF SERIES A PREFERRED STOCK

WHEREAS, the Shareholders deem it in the best interest of the Corporation to create a Series A Preferred Stock in accordance with the attached Certificate of Designation of the Series A Preferred Stock pursuant to the Florida Business Corporations Act.

NOW, THEREFORE, BE IT

RESOLVED, by written consent of the Shareholders, pursuant to the provisions of the attached Certificate of Incorporation of the Corporation (as such may be amended, modified or restated from time to time, which authorizes twenty million (20,000,000) shares of preferred stock, par value \$0.001 per share (the "**Preferred Stock**"), and the authority thereby vested in the Board

by the majority vote of the Shareholders, the Board may create a Series A Preferred Stock that is established with the rights, the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof are as set forth in the attached Restated Certificate of Designation.

COMPENSATION OF CLAUDIO ESCOBAR

WHEREAS, the Shareholders deem it in the best interest of the Corporation to incentive and retain Mr. Claudio Escobar as President and CEO of the Company, and;

WHEREAS, Mr. Claudio Escobar is pivotal in the success of the Company.

NOW, THEREFORE, BE IT

RESOLVED, by written consent of the Shareholders that Mr. Claudio Escobar shall be granted one million (1,000,000) shares of Series A Preferred Shares free and clear and unencumbered effective immediately.

GENERAL RESOLUTIONS

RESOLVED, that any officer of the Corporation is hereby authorized and directed to take or cause to be taken all such further actions, to cause to be executed and delivered all such further agreements, documents, amendments, requests, reports, certificates, and other instruments, in the name and on behalf of the Corporation, and to take all such further action, as such officer executing the same in his or her discretion may consider necessary or appropriate, in order to carry out the intent and purposes of the foregoing resolutions;

FURTHER RESOLVED, that this Consent shall have the same force and effect as a majority vote cast at a special meeting of the Shareholders, duly called, noticed, convened and held in accordance with the law, the Articles of Incorporation, and the Bylaws of the Corporation.

This written consent shall be filed in the Minute Book of this Corporation and become part of the records of this Corporation. This written consent may be signed in counterpart and by fax.

Dated; January 11, 2023

SHAREHOLDERS:

Name: Claudio A Escobar Brizuela

Signature:


Nine hundred thousand (900,000)
Number of Shares:

Ninety (90) percent
% of voting right



Name: Dominga C. Brizuela Vda de Escobar

Three thousand five hundred (3,500)
Number of Shares:

Signature: 

Zero thirty five percent (0.35%)
% of voting right

Name: Esteban Fernando Aranda Filartiga


Two thousand five hundred (2,500)
Number of Shares:

Signature: 

Zero twenty five percent (0.25%)
% of voting right

Name: Analia Virginia Caballero Ojeda

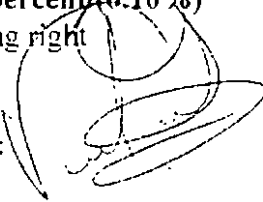
One thousand (1,000)
Number of Shares:

Signature: 

Zero ten percent (0.10%)
% of voting right

Name: Victor Andres Gonzalez Bedoya

Five hundred (500)
Number of Shares:

Signature: 

Zero zero five percent (0.05%)
% of voting right



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DATE
TIME

NEIGHTPART INTERNATIONAL CORP.

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the Directors (the "Directors") of Neighpart International Corp. a Florida corporation (the "Corporation"), by unanimous written consent pursuant to the authority contained in the Florida Business Corporations Act, in lieu of a special meeting of its Directors, hereby consent to the following resolutions and the actions described therein:

AMENDMENT OF THE ARTICLES OF INCORPORATION

WHEREAS, the Directors deem it in the best interest of the Corporation to amend the Articles of Incorporation pursuant to the Florida Business Corporations Act, and;

WHEREAS, in accordance with Section 607.1007 of the Florida Business Corporations Act, the Corporation's Bylaws, and by approval of a majority of the Shareholders, the Corporation may amend its Articles of Incorporation to increase the authorized shares.

NOW, THEREFORE, BE IT

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of the Corporation (as such may be amended, modified or restated from time to time) the Articles of Incorporation shall be amended to increase the authorized shares of common stock from one million (1,000,000) shares to one billion (1,000,000,000) shares with a par value of \$0.001.

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of the Corporation (as such may be amended, modified or restated from time to time) the Articles of Incorporation shall be amended to authorized twenty million (20,000,000) shares of preferred stock with a par value of \$0.001.

CREATION OF SERIES A PREFERRED STOCK

WHEREAS the Directors deem it in the best interest of the Corporation to create a Series A Preferred Stock in accordance with the attached Certificate of Designation of the Series A Preferred Stock pursuant to the Florida Business Corporations Act.

NOW, THEREFORE, BE IT

RESOLVED, that pursuant to the provisions of the attached Certificate of Incorporation of the Corporation (as such may be amended, modified or restated from time to time, which authorizes twenty million (20,000,000) shares of preferred stock, par value \$0.001 per share (the "**Preferred Stock**"), and the authority thereby vested in the Board by the majority vote of the Shareholders, the Board hereby creates a Series A Preferred Stock that is established with the rights, the designation and number of shares of such series, and the voting and other powers, preferences and



relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof are as set forth in the attached Restated Certificate of Designation.

COMPENSATION OF CLAUDIO ESCOBAR

WHEREAS the Directors deem it in the best interest of the Corporation and have received written consent by the Shareholders to incentive and retain Mr. Claudio Escobar as President and CEO of the Company, and;

WHEREAS Mr. Claudio Escobar is pivotal in the success of the Company.

NOW, THEREFORE, BE IT

RESOLVED, by the Directors that Mr. Claudio Escobar shall be granted one million (1,000,000) shares of Series A Preferred Shares free and clear and unencumbered effective immediately.

GENERAL RESOLUTIONS

RESOLVED, that any officer of the Corporation is hereby authorized and directed to take or cause to be taken all such further actions, to cause to be executed and delivered all such further agreements, documents, amendments, requests, reports, certificates, and other instruments, in the name and on behalf of the Corporation, and to take all such further action, as such officer executing the same in his or her discretion may consider necessary or appropriate, in order to carry out the intent and purposes of the foregoing resolutions;

FURTHER RESOLVED, that this Consent shall have the same force and effect as a majority vote cast at a special meeting of the Directors, duly called, noticed, convened, and held in accordance with the law, the Articles of Incorporation, and the Bylaws of the Corporation.

Dated; January 11, 2023

BOARD OF DIRECTORS:

Claudio A Escobar Brizuela

Director Name

Director Signature

Analía V. Caballero Ojeda

Director Name

Director Signature

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11 Jan 2023
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