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11/15/22

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: **SECOND EXODUS AIRWAYS, INC**

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

JOHN WILLIAMS

Contact Person

IAAMHRC

Firm/Company

PO BOX 311264

Address

TAMPA, FL 33680

City, State and Zip Code

PINNACLEOFDESTINY@GMAIL.COM

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

For further information concerning this matter, please call:

JOHN WILLIAMS at (**631**) **972-2163**

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:

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

Street Address:

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

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SECOND EXODUS AIRWAYS, Inc
Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

John Williams
Contact Person
SECOND EXODUS AIRWAYS, Inc
Firm/Company
PO BOX 311264
Address
TAMPA, FL 33680
City, State and Zip Code

E-mail address: pinnacleofdestiny@gmail.com
(to be used for future annual report notification)

For further information concerning this matter, please call:

John Williams at (407) 308-1521
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:
 \$105.00 Filing Fees \$113.75 Filing Fees \$113.75 Filing Fees \$122.50 Filing
Fees, and Certificate of and Certified Copy Certified Copy, and
Status Certificate of Status

Division of Corporations Division of Corporations
P.O. Box 6327
The Centre of Tallahassee
Tallahassee, FL 32314 2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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TALLAHASSEE FLORIDA

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2022 DEC -9 PM 3:46
TALLAHASSEE, FLORIDA

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:
BLACK PHONE MOBILE, LLC - L20000397032
Enter Name of the Converting Entity

2. The converting entity is a : Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of : FLORIDA - USA
(Enter state, or if a non-U.S. entity, the name of the country)

On : 01/01/2021
Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:
SECOND EXODUS AIRWAYS, Inc
Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: 01/01/2023.
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)
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.

Signed this 6 day of May, 2022.

Required Signature for Florida Profit Corporation:
Signature of Director, Officer, or if Directors or Officers have not been selected, an Incorporator:

Printed Name: John Williams/PT Title: President

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: (See below for required signature(s).)

Signature: [Signature] Printed Name: John Williams Title: President

ARTICLES OF INCORPORATION
OF
SECOND EXODUS AIRWAYS, INC

[SEA]

(A Florida Profit Social Purpose Corporation)

The undersigned, acting as an authorized representative of the initial directors of the above captioned Profit Social Purpose Corporation, under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, any and all lawful business activities adopts the following Articles of Incorporation:

ARTICLE I

NAME & ADDRESS

The name of the Corporation is SECOND EXODUS AIRWAYS, [SEA] (hereinafter, "Corporation"). The principal office and mailing address of the Company is PO BOX 311263 TAMPA, FL 33680.

ARTICLE II

ELECTION OF PROFIT SOCIAL PURPOSE CORPORATION

The Corporation elects to be a social purpose corporation in accordance with Section 607.501 et seq. Florida Statutes.

ARTICLE III

SOCIAL PURPOSE STATEMENT AND BUSINESS PURPOSE

The business purpose and public benefit(s) for which the Corporation is organized is any and all businesses purposes under law and to develop financial resources able to fund its specific social purpose strategies.

The specific public benefit(s) to be created by the Corporation (in addition to its general purpose) is/are as follows: categories of persons or entities, other than shareholders in their capacity as shareholders, or an artistic, charitable, economic, educational, cultural, literary, religious, social, ecological, or scientific nature, from business and operations of a social purpose corporation. § 607.502(6) Florida Statutes. The term includes, but is not limited to, purposes such as:

- (a) Providing low-income or underserved individuals with self-sufficiency or communities with beneficial products or services through the development and promotion of information technology that meets accessibility standards allowing the use of such technologies by people with the widest range of need possible.

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DIVISION OF CORPORATE AFFAIRS

- (b) Promoting economic opportunity for individuals with or communities beyond the creation of jobs in the normal course of business by contracting for services to be performed by a nonprofit organization that creates employment and business opportunities for people with the widest range of self employment possible.
- (c) Protecting or restoring the environment by expanding the reach of information technology through accessibility thereby allowing people with income opportunities to take advantage of home-based employment and business opportunities providing the resulting effect of lowering the individuals carbon footprint.
- (d) Improving human health by expanding the accessibility of information technologies utilized in the healthcare industry thereby providing people with the widest range of access to healthcare services at the same level as the general population, adhering to united nations charter articles principles.
- (e) Promoting the accessibility of the arts, sciences, business, government, nonprofit, and/or the advancement of knowledge by promoting a policy of accessible information technology across these and other disciplines in order to provide people with the widest range of human health, food production possible access to goods, services, employment, civic, social and economic engagement at the same level as the general population, adhering to united nations global compact.
- (f) Increasing the flow of capital to entities that have as their stated purpose the provision of a benefit to society or the environment by funding educational and advocacy activities which promote a policy supporting accessible information technology housing benefiting people with the widest range of poverty possible.
- (g) Funding programs that identify issues, provide education about those issues and identify best practices and goods or services designed to provide accessibility to people with the widest range of minority domestic, international housing, health travel of international human rights possible.

ARTICLE IV

AUTHORIZED SHARES

(b) Authorized Shares: The total number of shares that the Corporation shall have the authority to issue is four hundred million (400,000,000), of which (75 million) shall be reserve ownership stock of which (25 million) Twenty five million reserve shares shall be of corporate, board, executive stock of which Two hundred million (200,000,000) shall be shares of Non-Voting Common Stock, \$0.001 par value per share ("Common Stock"); and One Hundred million (100,000,000) shall be shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock").

(a) Common Stock may be issued by the Corporation from time to time for such consideration as may be determined from time to time by the Board of Directors subject to, and in accordance with the full discretion conferred upon the Board of Directors by the [SEA]. Any and all shares for which the consideration so determined shall have been paid or delivered shall be deemed fully paid shares and shall not be liable for any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

Common Stock represented by the New Certificates in any one calendar month. Each New Certificate shall bear a legend establishing such limitations as prescribed by the Corporation's Board of Directors.

CAPITALIZATION

USE OF PROCEEDS AND FINANCING NEEDS

The net proceeds to be received by Second Exodus Airways from the sale of all of the Securities offered hereby are estimated at \$400,000,000.00 assuming that no such shares are sold through brokers and/or dealers. For airplane purchase, gifting procurement of for airlifts, humanitarian flights, travel.

Second Exodus Airways, Inc started with \$70.00 from the founders and has no other prospective source of capital other than from the sale of the Securities in this Offering. Currently, Second Exodus Airways has \$100.00 in bank account with no debt to the company or John Williams / Yhuh Tsidqenu, any of its board of directors.

The company will may use minimum raised funds (\$100,000.00) to market and generate additional funding through a PPM, SAFE and other sources. Second Exodus Airways, Inc. is will also file with SEC in Reg "D" 506C for accredited investors who seek an equity investment, and or apply for OpenDeal Portal LLC doing business as Republic, a funding portal which is registered with the US Securities and Exchange Commission (SEC) as a funding portal (Portal) and is a member of the Financial Industry Regulatory Authority (FINRA). OpenDeal Portal LLC is located at 149 E 23rd St #2001, New York, NY 10010, please check out background on FINRA's Funding Portal page.

The airline requires, between ten and fifteen million dollars. The minimum will allow us to start operations with two to four owned private public use aircraft.

There is no plan to use these funds for executive salaries until the company is profitable and Board has agreed to salary for each position. Once total funding is raised some employees that are required by FAA/DOT will require a salary to start.

ARTICLE V

INITIAL OFFICERS, DIRECTORS, BENEFIT DIRECTOR

The initial officers and directors of the Corporation are as follows whose mailing addresses shall be the same as the principal office of the Corporation. The following provisions are inserted for the regulation and conduct of the affairs of the Corporation, but it is expressly provided that the same are intended to be and shall be construed to be in furtherance and not in limitation or exclusion of the powers conferred by law.

(1) Subject always to such Bylaws as may be adopted from time to time by the shareholders, the Board of Directors is expressly authorized to adopt, alter, amend and repeal the Bylaws of the Corporation, but any Bylaw provision adopted by the Board of Directors may be altered, amended or repealed by the shareholders. The Bylaws or any particular Bylaw provision may fix a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the [SEA].

(2) All corporate powers of the Corporation shall be managed by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors. Directors need not be shareholders. The Bylaws may prescribe the number of directors, but not less than three, may provide for the increase or reduction thereof, but not less than three, and may prescribe the number necessary to constitute a quorum, which number may be less than a majority of the whole Board of Directors, but not less than the number required by the [SEA]. Whenever a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, it may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors.

(3)

John Williams / Yhuh Tsidqenu

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DIVISION OF CORPORATIONS
SECRET

Chair of the Board of Directors (President) and Chief Executive Officer
TAMPA 2810 E HILLSBOROUGH AVE Tampa, FL 33617

Corporate Secretary, Director

Carrol Williams
PO BOX 311264
TAMPA, FL 33680

Vice-Chair (Vice-President) of the Board of Directors

YONAH TAM
PO BOX 311264
TAMPA, FL 44680

The Corporation may also name a Benefit Director as described in the Bylaws of the Corporation.

JOHN WILLIAMS / YHUH TSIDQENU - INTERIM.BENEFIT DIRECTOR

SHAREHOLDER(S)

The maximum number of shares that this Corporation is authorized to have outstanding at any time is Four Hundred Million (400,000,000) shares of common, reserved, preferred stock, each share having the par value of ONE CENT (\$0.01).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock upon the dissolution of the Corporation shall be entitled to receive the net assets of the Corporation.

7.4 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 Directors 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.

7.5 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

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DIVISION OF CORPORATE AFFAIRS
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(b) Each share of Common Stock shall have one vote, and the exclusive voting power for all purposes shall be vested in the holders of Common Stock, unless Preferred Stock with voting rights is created pursuant to Article IV, Section 1(f) below.

(c) No holder of Common Stock as such shall have any preemptive right to subscribe for or acquire: (i) unissued or treasury shares of the Corporation of any class or series, (ii) securities of the Corporation convertible into or carrying a right to acquire or subscribe to shares of any class or series, or (iii) any other obligations, warrants, rights to subscribe to shares, or other securities of the Corporation of any class or series, in each case whether now or hereafter authorized.

(d) Subject to the provisions of law, dividends may be paid on the Common Stock (and any Preferred Stock authorized pursuant to Article IV, Section 1(f) below which has the right to receive dividends) at such times and in such amounts as the Board of Directors may deem advisable.

(e) In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation, to the remaining net assets of the Corporation, subject to any rights of the Preferred Stock to receive a portion of such net assets if Preferred Stock is subsequently authorized under Article IV, Section 1(f) below.

(f) The Board of Directors is hereby expressly authorized, without the additional vote of the shareholders holding any class or series of capital stock, to provide, out of the authorized, but unissued, shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions thereof, of the shares of such series, all of which may be set forth in resolutions adopted by the Board of Directors and a Certificate of Articles of Incorporation filed with the Florida Department of State, Division of Corporations. The powers, preferences, and relative, participating, optional, and other special rights of each series of Preferred Stock, and the qualifications, limitations, or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

(2) classification Upon the filing of these stated Articles of Incorporation (the date of such filing, the "Effective Date"), a classification (the "classification") will occur, pursuant to which each share of Series B Preferred Stock of the Corporation issued and outstanding as of immediately prior to the filing of these stated Articles of Incorporation shall automatically, without further action on the part of the Corporation or any holder of such Series B Preferred Stock (each, a "Classified Shareholder"), be classified and converted into one share of Common Stock. The classification will be effected as follows:

(a) Following the Effective Date, each holder of one or more certificates representing previously issued and outstanding shares of Series B Preferred Stock (each, an "Old Certificate") will be entitled to receive, upon the surrender of all of such classified Shareholder's Old Certificates (or, if such classified Shareholder alleges that an Old Certificate has been lost, stolen, or destroyed, a Lost Stock Certificate Affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft, or destruction of such Old Certificate) to the Corporation's transfer agent for cancellation, one new certificate (each, a "New Certificate") representing all of the shares of Common Stock into which such classified Shareholder's shares of previously owned Series B Preferred Stock were classified and converted as a result of the classification.

(b) From and after the Effective Date, Old Certificates shall confer no right upon the holders thereof other than the right to exchange Old Certificates for New Certificates pursuant to the provisions hereof.

(c) Each Classified Shareholder shall not offer, sell, contract to sell, hypothecate, pledge or otherwise dispose of any shares of Common Stock represented by the New Certificate issued, for a period of twelve (12) months from the filing date of this Certificate (the "Lock-Up Period"). Following the Lock-Up Period, each classified Shareholder shall be prohibited from selling, transferring, assigning or otherwise hypothecating more than 10% of the total number of shares of

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.

7.6 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.

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in *Sub_chapter S* of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:
"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE VI

(1) A director of the Corporation shall not be personally liable for monetary damages to the Corporation, its shareholders, or any other person or entity for any statement, vote, decision, or failure to act regarding corporate management or policy, to the fullest extent permitted by the [SEA].

(2) (a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal and

or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal and whether or not such action, suit, or proceeding is brought by or in the right of the Corporation, by reason of the fact that such person 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, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the [SEA]. The right to indemnification conferred in this Article VI shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent permitted by the [SEA]. The right to indemnification conferred in this Article VI shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the directors, officers, employees, and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and permitted by the [SEA].

(3) The Corporation shall have the 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 such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the FBCA.

(4) The rights and authority conferred in this Article VI shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of this Article VI, nor the adoption of any provision of the Articles of Incorporation or the Bylaws of the Corporation (each as amended or amended and restated from time to time), nor, to the fullest extent permitted by the FBCA, any modification of law, shall eliminate or reduce the effect of this Article V in respect of any acts or omissions occurring prior to such amendment, repeal, adoption, or modification.

INCORPORATOR

The name and address of the Corporation Founder Incorporator is:

Name : John Williams / Yhuh Tsidqenu
2810 E HILLSBOROUGH AVE
Tampa, Florida, 33610

Mailing Address: PO BOX 311264 TAMPA, FL 33680

POWERS OF INCORPORATOR

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by domestic applicable law or these Articles of Incorporation.

REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other

claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Our certificate of incorporation and bylaws include provisions limiting ownership and voting by non-U.S. citizens.

To comply with restrictions imposed by federal law on foreign ownership and control of U.S. airlines, our certificate of incorporation and bylaws will restrict ownership and control of shares of our common stock by non-U.S. citizens. The restrictions imposed by federal law and DOT policy require that we be owned and controlled by U.S. citizens, that no more than 25% of our voting stock be owned or controlled, directly or indirectly, by persons or entities who are not U.S. citizens, as defined in 49 U.S.C. § 40102(a)(15), that no more than 49% of our stock be owned or controlled, directly or indirectly, by persons or entities who are not U.S. citizens and are from countries that have entered into "open skies" air transport agreements with the United States, that our president and at least two-thirds of the members of our board of directors and other managing officers be U.S. citizens and that we be under the actual control of U.S. citizens. Our certificate of incorporation and bylaws will provide that the failure of non-U.S. citizens to register their shares on a separate stock record, which we refer to as the "foreign stock record," would result in a loss of their voting rights in the event and to the extent that the aggregate foreign ownership of the outstanding common stock exceeds the foreign ownership restrictions imposed by federal law. Our bylaws will further provide that no shares of our common stock will be registered on the foreign stock record if the amount so registered would exceed the foreign ownership restrictions imposed by federal law. If it is determined that the amount registered in the foreign stock record exceeds the foreign ownership restrictions imposed by federal law, shares will be removed from the foreign stock record, resulting in the loss of voting rights, in reverse chronological order based on the date of registration therein, until the number of shares registered therein does not exceed the foreign ownership restrictions imposed by federal law.

In addition, only U.S. citizens may purchase shares in this offering. By participating in this offering, you will be deemed to represent that you are a citizen of the United States, as defined in 49 U.S.C. § 40102(a)(15).

Common Stock

Voting Rights. The holders of our common stock are entitled to one vote per share on all matters submitted for action by the stockholders generally.

Dividend Rights. Subject to any preferential rights of any then outstanding preferred stock, all shares of our common stock are entitled to share equally in any dividends our board of directors may declare from legally available sources.

Liquidation Rights. Upon our liquidation, dissolution or winding up, whether voluntary or involuntary, after payment in full of the amounts required to be paid to holders of any the outstanding preferred stock, all shares of our common stock are entitled to share equally in the assets available for distribution to stockholders after payment of all of our prior obligations.

Other Matters. Holders of our common stock have no preemptive or conversion rights, and our common stock is not subject to further calls or assessments by us. There are no redemption or sinking fund provisions applicable to our common stock. The rights, powers, preferences and privileges of holders of our common stock will be subject to those of the holders of any shares of our preferred stock that we may designate and issue in the future.

Preferred Stock

Pursuant to our certificate of incorporation, shares of preferred stock are issuable from time to time, in one or more series, with the designations, voting rights (full, limited or no voting rights), powers, preferences, participating, optional or other special rights (if any), and any qualifications, limitations or restrictions thereof, of each series as our board of directors from time to time may adopt by resolution (and without further stockholder approval). Each series of preferred stock will consist of

an authorized number of shares as will be stated and expressed in the certificate of designations providing for the creation of the series.

Insurance

We maintain insurance policies we believe are of types customary in the airline industry and as required by the DOT, lessors and other financing parties. The policies principally provide liability coverage for public and passenger injury; damage to property, loss of or damage to flight equipment; fire; auto; directors' and officers' liability; advertiser and media liability; cyber risk liability; fiduciary; workers' compensation and employer's liability; and war risk (terrorism).

Foreign Ownership

Under federal law and DOT policy, we must be owned and controlled by U.S. citizens. The restrictions imposed by federal law and DOT policy currently require that at least 75% of our voting stock must be owned and controlled, directly and indirectly, by persons or entities who are citizens of the United States ("U.S. citizens"), as that term is defined in 49 U.S.C. §40102(a)(15), that our president and at least two-thirds of the members of our board of directors and other managing officers be U.S. citizens, and that we be under the actual control of U.S. citizens. In addition, at least 51% of our total outstanding stock must be owned and controlled by U.S. citizens and no more than 49% of our stock may be owned or controlled, directly or indirectly, by persons or entities who are not U.S. citizens and are from countries that have entered into "open skies" air transport agreements with the United States which allow unrestricted access between the United States and the applicable foreign country and to points beyond the foreign country on flights serving the foreign country. We are currently in compliance with these ownership provisions. For a discussion of the procedures we instituted to ensure compliance with these foreign ownership rules, please see "*Description of Capital Stock—Limited Ownership and Voting by Foreign Owners*."

ARTICLE VII

No director of the Corporation may be removed from office by the shareholders except (a) for cause or (b) by the affirmative vote, at a special meeting of shareholders held for that purpose, of not less than a majority of the shareholders entitled to vote for the election of directors (or, if a director is elected by a voting group of shareholders, a majority of the shareholders entitled to vote for the election of such director). Upon any such removal, the term of the director who shall have been so removed shall forthwith terminate and there shall be a vacancy in the Board of Directors to be filled in such manner as shall be provided herein and by the Bylaws of the Corporation.

OFFICIAL BOARD / OFFICERS

The powers of this Corporation shall be exercised, its properties controlled, and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE VIII

AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

A special meeting of shareholders of the Corporation shall be held (a) on the call of its Board of Directors or the person or persons authorized to do so by the Bylaws, or (b) if the holders of not less than 25% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IX

BYLAWS

Subject to any limitations set forth in the Florida Business Corporation Act Florida Statutes 607 Part II, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws; the bylaws of the corporation shall automatically revert to its polity constitution procurement.

Subject to the provisions of Articles IV and X hereof, the Corporation 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, with the sole exception of those rights and powers conferred under Article V hereof, all rights and powers conferred herein upon the shareholders, directors, and officers, if any, are granted subject to this reservation.

ARTICLE X

TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law. Any action to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote if a consent (or consents) in writing setting forth the action to be so taken shall be signed by the holders of outstanding capital stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered (by hand or by certified or registered mail, return receipt requested) to the Corporation by delivery to its registered office in the State of Florida, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of shareholders are recorded. Every written consent shall bear the date of signature of each shareholder who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days after the earliest dated consent delivered in the manner required by this Article X, written consents signed by a sufficient number of holders to take action are delivered to the Corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by applicable law, be given to those shareholders who have not consented in writing, and who, if the action had been taken at a meeting, would have been entitled

to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of shareholders to take the action were delivered to the Corporation.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

[Remainder of Page Left Blank – Signature Page Follows]

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §48.091 and 607.0501, Florida Statutes, The name of the Corporation is **SECOND EXODUS AIRWAYS, INC.**, [SEA] (hereinafter, "Corporation"), desiring to organize under the laws of the State of Florida, hereby designates **INTERNATIONAL AFRICAN AMERICAN MILLENNIUM HUMAN RIGHTS CENTER, INC.**, as its Registered Agent for the purpose of accepting service of process within such State and designates **2810 E HILLSBOROUGH AVE Tampa, FL 33610**, the business office of its Registered Agent, as its Registered Office.

John Williams / Yhuh Tsidqenu - Incorporator-Yasad

ACKNOWLEDGMENT

INTERNATIONAL AFRICAN AMERICAN MILLENNIUM HUMAN RIGHTS CENTER, INC hereby accepts the appointment as Registered Agent of the above-named Company and agrees to act as such in accordance with the provisions of §48.091 and 607.0505, Florida Statutes.

INTERNATIONAL AFRICAN AMERICAN MILLENNIUM HUMAN RIGHTS CENTER, INC

By:



John Williams / Yhuh Tsidqenu - Registered Agent

[SEA]

2810 E HILLSBOROUGH AVE
Tampa, FL 33610

Mailing Address: PO BOX 311264 TAMPA, FL 33680

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

22 DEC -9 PM 6:46
SEC. STATE
DIVISION OF STATE

INTENT TO RAISE FUNDS AFFIDAVIT

Date: 2022/6/15

Re: Letter of Intent for PUBLIC NOTICE DONOR/INVESTOR FUNDS NEEDED

Dear Prospective Investor/Donor: It is our Intent to Incorporate an Airline business in the State of Florida, raise \$100 million dollars-1 million people \$100 donate/buy pre-post incorporation

(A Florida Profit Social Purpose Corporation)

The undersigned, acting as an authorized representative of the initial directors of the above captioned Profit Social Purpose Corporation, under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, any and all lawful business activities to incorporate adopts the following Articles of Incorporation:

AUTHORIZED SHARES

(1) Authorized Shares. The total number of shares that the Corporation shall have the authority to issue is four hundred million (400,000,000), of which (75 million) shall be reserve ownership stock of which (25 million) Twenty five million reserve shares shall be of corporate, board, executive stock of which Two hundred million (200,000,000) shall be shares of Non-Voting Common Stock, \$0.001 par value per share ("Common Stock"), and One hundred million (100,000,000) shall be shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock").

CAPITALIZATION USE OF PROCEEDS AND FINANCING NEEDS

The net proceeds to be received by Second Exodus Airways from the sale of all of the Securities offered hereby are estimated at \$400,000,000.00 assuming that no such shares are sold through brokers and/or dealers. For airplane purchase, gifting procurement of for travel. 1 million people donate/buy 100 share increments@ \$100 = \$100 million dollars

Second Exodus Airways, Inc started with \$70.00 from the founders and has no other prospective source of capital other than from the sale of the Securities in this Offering. Currently Second Exodus Airways has \$100.00 in bank account with no debt to the company or John Williams / Yuh Tsidqenu, any of its board of directors.

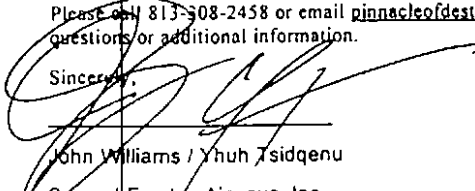
The company will may use minimum raised funds (\$100,000.00) to market and generate additional funding through a PPM, SAFE and other sources. Second Exodus Airways, Inc is will also file with SEC in Reg "D" 506C for accredited investors who seek an equity investment, and or apply for OpenDeal Portal LLC doing business as Republic a funding portal which is registered with the US Securities and Exchange Commission (SEC) as a funding portal (Portal) and is a member of the Financial Industry Regulatory Authority (FINRA). OpenDeal Portal LLC is located at 149 E 23rd St #2001, New York, NY 10010, please check out background on FINRA's Funding Portal page,

The airline requires between ten and fifteen-million dollars. The minimum will allow us to start operations with two to four owned private public use aircraft. There is no plan to use these funds for executive salaries until the company is profitable and Board has agreed to salary for each position. Once total funding is raised some employees that are required by FAA/DOT will require a salary to start.

You can find additional information about the Second Exodus Airways, Inc at www:sea.com.

Please call 813-308-2458 or email pinnacleofdestiny@gmail.com if you need an answer to any questions or additional information.

Sincerely,


John Williams / Yuh Tsidqenu

Second Exodus Airways, Inc
President

This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment. For more information about this offering, please view SEA's offering circular and risks associated with this offering.

This company will not start operating capacity until we have raised up to and at least One Hundred Thousand Dollars (\$100,000) daily administrative operating expenses have been obtained, raised, from all of enhanced revenue sources.

JURISDICTIONAL (NASAA) LEGENDS

FOR RESIDENTS OF ALL STATES: THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALE MAY BE MADE IN A PARTICULAR STATE. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE HEREBY ADVISED TO CONTACT THE COMPANY. THE SECURITIES DESCRIBED IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER ANY STATE SECURITIES LAWS AND OR MAY WILL BE REGISTERED ONCE ONCE (COMMONLY CALLED "BLUE SKY" LAWS).

1. ALL FIFTY STATES: Although some states offer an exemption, the Securities offered have NOT been registered with any Administer or Commission of any state. Therefore, no state has approved or disapproved of these Securities. No state has determined the accuracy of this document.
2. CALIFORNIA RESIDENTS: these securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the securities act of 1933, as amended, and the applicable state securities laws, pursuant to registration or exemption therefrom. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

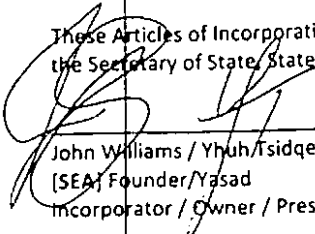
This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment. For more information about this offering, please view SEA's offering circular and risks associated with this offering.

The Corporation does hereby certify that pursuant to Sections 607.0821, 607.1001, 607.1003, 607.1004, and 607.1007 of the FBCA, the foregoing was approved by the Board of Directors of the Corporation pursuant to that certain Written Consent of the Board of Directors of the Corporation, effective as of September 28, 2021, and was adopted by the shareholders at a Special Meeting of Shareholders on March 18, 2022. The voting groups entitled to vote on the adoption of the foregoing were the holders of Common Shares as one voting group. The number of votes cast by each such voting group was sufficient for approval for such voting group.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by a duly authorized officer of the Corporation on May 6, 2022.

EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval seal of the Secretary of State, State of Florida.


John Williams / Yhuh/Tsidqenu
[SEA] Founder/Yasad
Incorporator / Owner / President

This company will not start operating capacity until we have raised up to and at least One Hundred Thousand Dollars (\$100,000) daily administrative operating expenses have been obtained, raised, from all of enhanced revenue sources.

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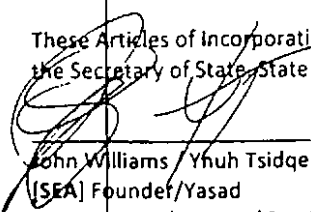
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John Williams / Ynuh Tsidqenu
[SEA] Founder / Yasad
Incorporator / Owner / President

22 DEC -9 P11 6:46
DIVISION OF
SECRETARY OF STATE

STATE OF NEW YORK)
) SS
COUNTY OF Suffolk)

BEFORE ME this day personally appeared President Chairman of Board of
Second Exodus Airways, Inc John Williams
who being duly sworn, deposes and says that the following information is true and correct
according to

h.s best knowledge and belief:

CORPORATE INFORMATION

CORPORATION NAME: SECOND EXODUS AIRWAYS, INC

ADDRESS: MAIL - PO BOX 311264 TAMPA, FL 33680

EMPLOYER ID:

NUMBER #:

FILING STATUS:

(i.e. social purpose, corporation, s-corporation, etc.)

PROFIT STATUS:

(i.e. for profit, etc.)

BUSINESS ACTIVITY:

(i.e. private airline, etc.)

ACCOUNTING METHOD:

(i.e. cash basis, accrual, etc.)

THIS AFFIDAVIT WAS SIGNED IN PRESENCE OF A STATE NOTARY PUBLIC

State of New York
County of Suffolk

This record was acknowledged before me on June 24, 2022 (date)
by John Williams (name(s) of individual(s)) presented state ID Florida Driver's License
as President (type of authority, such as officer or trustee) who represent that
(he, she or they) are authorized to act on behalf of SECOND EXODUS AIRWAYS, INC (name of
party on behalf of whom record was executed).

Roger Seebald

Signature of notarial officer

Stamp

Librarian

Title of office

Date 6/24/22

ROGER SEEBALD
Notary Public, State of New York
No. 01SE6235849
Qualified in Suffolk County
Commission Expires February 14, 2024

My commission expires:

2/14/2024

22 DEC -9 PM 6:46
DIVISION
Notary Public