

P93 0000 524 36

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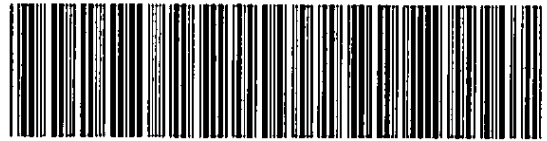
(Business Entity Name)

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*Amended &
Restated
Articles*

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2021 DEC 15 PM 12 13
OFFICE OF THE CLERK
STATE OF ARIZONA

FILED

A. RAMSEY
JAN 20 2022



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 5, 2022

VOLTCASH INC.
1390 BRICKELL AVENUE
SUITE 335
MIAMI, FL 33131

SUBJECT: VOLTCASH INC.
Ref. Number: P93000052436

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 922A00000326

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOLT CASH INC.**

FILED
2021 DEC 15 PM 12 13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the requirements of Florida Statute Chapter §607.1003, of the Florida Business Corporation Act (the "FBCA"), the undersigned adopts the following Third Amended and Restated Articles of Incorporation.

1. These Third Amended and Restated Articles of Incorporation were duly adopted by written consent executed by the shareholders of the Corporation pursuant to FLBC §607.0704 on December 1, 2021.

2. These Third Amended and Restated Articles of Incorporation were duly adopted by written consent executed by the directors of the Corporation pursuant to FLBC §607.0821 on December 1, 2021.

3. On March 12, 2004, the Corporation filed its Second Amended and Restated Articles of Incorporation. These Third Amended and Restated Articles of Incorporation replace all prior filings in their entirety.

ARTICLE I - NAME

The name of the Corporation is: Voltcash Inc. (the "Corporation")

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - REGISTERED OFFICE

The street address of the principal office of the Corporation is 1390 Brickell Avenue, Suite 355, Miami Florida 33131. This mailing address of the Corporation is the same.

ARTICLE IV - PURPOSE

The Corporation is organized may transact any and all lawful business in the State of Florida, or elsewhere, including money transmission services.

ARTICLE V - CAPITAL STOCK

The total number of shares of all classes of stock which the corporation shall have authority to issue is 25,000,000, divided into four classes of stock, which shall include 12,000,000 shares of Common Stock at \$.0001 par value each, 6,000,000 shares of Seed Series Stock valued at \$.001 par value each, 3,500,000 shares of series A Preferred Stock, at \$.0001 par value each and 3,500,000 shares of Series B Stock, at \$.001 par value. The classes of stock shall be issuable in

one or more series with such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights, and corresponding qualifications, limitations or restrictions, as shall be stated and expressed in this certificate of incorporation or any amendment to it, or in the resolution or resolutions providing for the issue of such stock, or series of stock, adopted, at any time and from time to time, by the board of directors of the corporation pursuant to the authority hereby expressly vested in the board of directors.

ARTICLE VI – REGISTERED AGENT

The initial street address of the Corporation's registered office is: 283 Catalonia Avenue, Suite 100, Coral Gables, Florida, 33134. The initial registered agent for the Corporation at that address is: Miguel Bueno.

ARTICLE VII - DIRECTORS

Subject to the limitations contained in this Third Amended and Restated Articles of Incorporation, the Corporation's Bylaws, the Shareholder Agreement by and between the Corporation and its shareholders (the "Shareholder Agreement"), and the FBCA concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board.

ARTICLE VIII - BYLAWS

The power to adopt, alter amend or repeal the bylaws shall be bested in the shareholders of the Corporation.

ARTICLE IX - AMENDMENT

The shareholders shall be the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders' meeting, with no less than a majority vote of the shareholders, unless a higher percentage is required by the Shareholder Agreement.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its officers and directors to the maximum extent allowed by law. The private property of the shareholders of this Corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

IN WITNESS WHEREOF, these Third Amended and Restated Articles of Incorporation of Voltcash Inc. are hereby executed as of this 1st day of December, 2021.

VOLTCASH INC.

By: 

Miguel Bueno, President