

**Supplemental Information Disclosure
to Report Amended and Restated Certificate of Incorporation**

InCapta, Inc.

1876 Horse Creek Rd.
Cheyenne, WY, 82009
682-229-7476
www.incapta.com

On July 16, 2024, the Board of Directors (the “**Board**”) of InCapta, Inc. (the “**Corporation**”) and a majority of the outstanding voting securities of the Corporation (the “**Majority Consenting Stockholders**”) acting by written consent (the “**Written Consent**”) approved the following actions:

Action 1. Reduce the number of authorized shares of the Common Stock, \$.001 par value (the “**Common Stock**”), that the Corporation is authorized to issue from one hundred billion (100,000,000,000) to three hundred million (300,000,000) shares;

Action 2. Change the name of the Corporation to FrankSpeech Network, Inc.;

Action 3. Request that the Financial Industry Regulatory Authority (“**FINRA**”) issue a new stock trading symbol to the Company in connection with the Corporation’s name change.

Action 4. Designate three million seven hundred thousand (3,700,000) shares of the undesignated and unissued preferred stock of the Corporation as “**Series A Preferred Stock**”, par value \$.001;

Action 5. Enact a reverse stock split (the “**Reverse Stock Split**”) of the Common Stock at the ratio of one (1) share for each fifty thousand (50,000) shares held; and

Action 6. File Articles of Amendment to the Corporation’s Articles of Incorporation with the State of Wyoming (the “**Amendment**”) to affect the Actions in the form set forth on Exhibit A hereto.

The record date of the reverse stock split is July 30, 2024. The Company will submit the request that FINRA process the above-mentioned actions as required under FINRA Rule 6490.

The Amendment was processed by the Wyoming Secretary of State on July 17, 2024.

CERTIFICATION:

I, Gregory Martin, certify that:

1. I have reviewed this Supplemental Information Disclosure for InCapta, Inc.; and
2. Based on my knowledge, this Supplemental Information Disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the information covered by this disclosure statement.

July 19, 2024

/s/ Gregory Martin
Gregory Martin, Principal Executive Officer



Wyoming Secretary of State
 Herschler Building East, Suite 101
 122 W 25th Street
 Cheyenne, WY 82002-0020
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 Email: Business@wyo.gov

WY Secretary of State
FILED: 07/17/2024 02:42 PM
Original ID: 2017-000782216
Amendment ID: 2024-005187743

**Profit Corporation
 Articles of Amendment**

1. Corporation name:

(Name must match exactly to the Secretary of State's records.)

Incapta, Inc.

2. Article number(s)

Article I and IV

is amended as follows:

**See checklist below for article number information.*

ARTICLE I — NAME OF THE CORPORATION is amended as follows:

The name of the Corporation shall be: FrankSpeech Network, Inc.

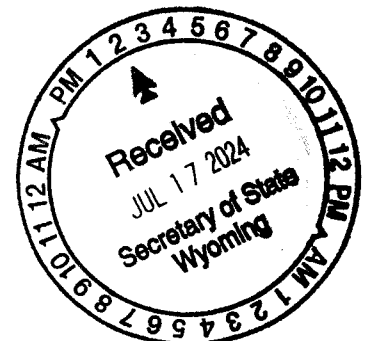
ARTICLE IV — AUTHORIZED CAPITAL is deleted in its entirety and replaced with the text set forth in Exhibit A hereto containing 2 pages.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself which may be made upon facts objectively ascertainable outside the articles of amendment.

4. The amendment was adopted on

07/16/2024

(Date – mm/dd/yyyy)



5. Approval of the amendment: (Please check **only one** appropriate field to indicate the party approving the amendment.)

Shares were not issued and the board of directors or incorporators have adopted the amendment.

OR

Shares were issued and the board of directors have adopted the amendment *without shareholder approval*, in compliance with W.S. 17-16-1005.

OR

Shares were issued and the board of directors have adopted the amendment *with shareholder approval*, in compliance with W.S. 17-16-1003.

Signature: _____

(May be executed by Chairman of Board, President or another of its officers.)



Date:

07/16/2024

(mm/dd/yyyy)

Print Name:

Gregory Martin

Contact Person:

Brenda Hamilton

Title:

President, Secretary and Treasurer

Daytime Phone Number:

561-416-8956

Email:

bhamilton@securitieslawyer101.com

(An email address is required. Email(s) provided will receive important reminders, notices and filing evidence.)

Checklist

Filing Fee: \$60.00 Make check or money order payable to Wyoming Secretary of State.

Processing time is up to 15 business days following the date of receipt in our office.

*Refer to original articles of incorporation to determine the specific article number being amended or use the next number in sequence if you are adding an article. **Article number(s) is not the same as the filing ID number.**

Please mail with payment to the address at the top of this form. **This form cannot be accepted via email.**

Please review the form prior to submission. **The Secretary of State's Office is unable to process incomplete forms.**

ARTICLE IV — AUTHORIZED CAPITAL

4.1. Reverse Split. In conjunction with these Articles of Amendment to the Articles of Incorporation, the shares of Common Stock, \$.001 par value, issued and outstanding immediately prior to the effectiveness of these Articles of Amendment shall be reverse split (the “*Reverse Split*”) on the basis of one (1) share for each fifty thousand (50,000) shares issued and outstanding. No fractional shares of Common Stock shall be issued. Any fractional shares or odd lots (less than 100 shares to any record or beneficial holder) issuable in the reverse stock split shall be rounded up to the nearest whole share or rounded to 100 shares, respectively if less than 100 shares. The number, par value, and class of shares the Corporation will have the authority to issue upon effectiveness of these Articles of Amendment after implementation of the Reverse Split are as follows:

- (i) Number of shares of Common Stock: 300,000,000, \$.001 par value
- (ii) Number of shares of Preferred Stock: 10,000,000, \$.001 par value

4.2. Consideration. Any stock of the Corporation may be issued for money, property, services rendered, labor done, cash advances for the Corporation, or for any other assets of value in accordance with the action of the Board of Directors, whose judgment as to value received in return therefor shall be conclusive and said stock, when issued, shall be fully paid and non-assessable.

4.3. Common Stock. The holders of common stock shall have and possess all rights as shareholders of the Corporation, including such rights as may be granted elsewhere by these Articles of Incorporation, except as such rights may be limited by the preferences, privileges and voting powers, and the restrictions and limitations of the preferred stock.

4.4. Dividends on Stock. Subject to preferential dividend rights, if any, of the holders of preferred stock, dividends on the common stock may be declared by the board of directors of the Corporation (the “Board of Directors”) and paid out of any funds legally available therefor at such times and in such amounts as the Board of Directors shall determine.

4.5 Series A Preferred Stock. The preferences and relative, participating, optional or other special rights of the Series A Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation’s Amended and Restated Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

- (i) **Number of Shares and Stated Value.** The Corporation hereby designates three million seven hundred thousand (3,700,000) shares of the authorized shares of preferred stock as Series A Preferred Stock.
- (ii) **Dividends. and Dividends.** The holders of shares of Series A Preferred Stock shall not be entitled to receive dividends.
- (iii) **Redemption.** The Series A Preferred Stock is not redeemable without the prior written consent of the holder of such Series A Preferred Stock.
- (iv) **Conversion.** Each share of Series A Preferred Stock shall be convertible, at the sole option of the Corporation, at any time after the date of issuance of such share at the office of this Corporation into ten (10) fully paid and non-assessable shares of common stock of the Corporation.
- (v) **Voting Rights.** Each share of Series A Preferred Stock shall vote with the equivalent of ten (10) shares of Common Stock, in all voting matters. The holders of shares of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of

capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

- (vi) **Written Consent Required.** Without the written consent of the holders of a majority of the shares of Series A Preferred Stock at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock.
- (vii) **Status of Redeemed Stock.** In the event any shares of Series A Preferred Stock are redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the shares shall be cancelled and returned to the status of authorized but unissued shares of preferred stock.

4.6. Authority of the Board of Directors with regard to Preferred Stock and Securities.

The Board of Directors is expressly vested with the authority to divide any or all of the preferred stock into series and to fix and determine the relative rights and preferences of the shares of each series so established. The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designations, terms, limitations or relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time. Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The Board of Directors is hereby authorized to create and issue, whether or not in connection with the issuance and sale of any of stock or other securities or property of the Corporation, rights entitling the holders thereof to purchase from the Corporation shares of stock or other securities of the Corporation or any other corporation. The times at which and the terms upon which such rights are to be issued will be determined by the Board of Directors and set forth in the contracts or instruments that evidence such rights.

STATE OF WYOMING
Office of the Secretary of State

I, CHUCK GRAY, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF NAME CHANGE

Current Name: **FrankSpeech Network, Inc.**
Old Name: **InCapta, Inc.**

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **17th** day of **July, 2024**



Filed Date: 07/17/2024

A handwritten signature in cursive script that reads "Chuck Gray".

Secretary of State

By: Colin Crossman