

# **HUMBL, INC.**

## **FORM PRE 14C**

(Proxy Statement - Other Information (preliminary))

Filed 02/05/26 for the Period Ending 02/04/26

Address	26 CROSS STREET NEW CANAAN, CT, 06840
Telephone	203-930-7427
CIK	0001119190
Symbol	HMBL
SIC Code	5000 - Wholesale-Durable Goods
Industry	Specialty Mining & Metals
Sector	Basic Materials
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14C**

Information Statement Pursuant to Section 14(c) of the Securities  
Exchange Act of 1934

Check the appropriate box:

Preliminary Information Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-5(d)(2))  
 Definitive Information Statement

**HUMBL, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**HUMBL, INC.  
101 W. Broadway  
Suite 1450  
San Diego, CA 92101**

**(786) 738-9012**

**Notice of Action by Written Consent of Shareholders to be Effective March \_\_, 2026**

Dear Stockholder:

HUMBL, Inc., a Delaware corporation. (the “Company”), hereby notifies our stockholders of record on February 2, 2026, that stockholders holding approximately 55% of the voting power have approved, by written consent in lieu of a special meeting dated December 31, 2025, the following proposal:

Proposal 1: To change the name of the Company to TAP Real Estate Technologies, Inc.

This Information Statement is first being mailed to our stockholders of record as of the close of business on February 2, 2026. The action contemplated herein will not be effective until March \_\_, 2026, a date which is at least 20 days after the date on which our definitive Information Statement is first mailed to our stockholders of record. You are urged to read the Information Statement in its entirety for a description of the action taken by the majority stockholders of the Company.

**WE ARE NOT ASKING YOU FOR A PROXY AND  
YOU ARE REQUESTED NOT TO SEND US A PROXY.**

The corporate action is taken by consent of the holders of a majority of the shares outstanding, and pursuant to Delaware law and the Company’s bylaws that permit holders of a majority of the voting power to take a stockholder action by written consent. Proxies are not being solicited because stockholders holding approximately 55% of the issued and outstanding voting capital stock of the Company hold more than enough shares to effect the proposed action and have voted in favor of the proposals contained herein.

**Exhibit A Amendment to the Company’s Certificate of Incorporation**

*/s/ Gregory Hopkins*

CEO

February 5, 2026

**HUMBL, INC.**  
**101 W. Broadway**  
**Suite 1450**  
**San Diego, CA 92101**

**INFORMATION STATEMENT**

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

**General Information**

This Information Statement is being furnished to the stockholders of HUMBL, Inc., a Delaware corporation (the "Company"), in connection with the adoption of an Amendment to our Certificate of Incorporation by written consent of our Board of Directors and the holders of a majority of our issued and outstanding voting securities in lieu of a special meeting. On December 31, 2025, our Board of Directors approved, and by a written consent dated December 31, 2025, the holders of a majority of our voting capital stock approved an amendment to our Certificate of Incorporation to change our name to TAP Real Estate Technologies, Inc. (the "Amendment"). The Amendment has been filed with the Delaware Secretary of State but will not become effective until March \_\_, 2026, a date which is at least 20 days after the date on which our definitive Information Statement is first mailed to our stockholders of record.

**Voting Securities**

As of the date of this Information Statement, our voting securities consist of our Common Stock, of which 54,618,782,943 shares are outstanding, 7,000,000 shares of Series A preferred stock, par value \$0.0001, 349,091 shares of Series B preferred stock, par value \$0.00001 per share, and 100,000 shares of Series D preferred stock, par value \$0.0001 (the Series A, B and D preferred stock collectively, the "Preferred Stock", and together with the Common Stock, the "Voting Stock") that vote on an as-converted basis. Approval of the Amendment requires the affirmative consent of a majority of the shares of our Voting Stock issued and outstanding at February 2, 2025 (the "Record Date"). The quorum necessary to conduct business of the stockholders consists of a majority of the Voting Stock issued and outstanding as of the Record Date.

Our majority stockholder who beneficially owns 7,000,000 shares of Series A preferred stock and 190,459 shares of Series B Preferred Stock is the "Consenting Stockholder." The holder of Series A preferred stock is entitled to cast that number of votes equal to 1,000 shares of Common Stock per share of Series A preferred stock, and the holder of Series B preferred stock is entitled to cast that number of votes equal to 10,000 shares of Common Stock per share of Series B preferred stock. The Consenting Stockholder has the power to vote the majority of our Voting Stock, which number exceeds the majority of the issued and outstanding shares of our Voting Stock on the Record Date. The Consenting Stockholder has consented to the proposed action set forth herein and had the power to pass the proposed corporate action without the concurrence of any of our other stockholders.

The approval of this action by written consent is made possible by Section 228 of the Delaware General Corporation Law, which provides that the written consent of the holders of outstanding shares of voting 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, may be substituted for such a meeting. To eliminate the costs involved in holding a special meeting, our Board of Directors elected to utilize the written consent of the holders of more than a majority of our Voting Stock.

This Information Statement will be mailed on or about February \_\_, 2026, to stockholders of record as of the Record Date and is being delivered to inform you of the corporate action described herein before such action takes effect in accordance with Rule 14c-2 of the Securities Exchange Act of 1934, as amended.

The entire cost of furnishing this Information Statement will be borne by the Company. We will request brokerage houses, nominees, custodians, fiduciaries and other like parties to forward this Information Statement to the beneficial owners of our voting securities held of record by them, and we will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

**Dissenters' Right of Appraisal**

The Delaware General Corporation Law does not provide for dissenter's rights of appraisal in connection with the proposed action nor have we provided for appraisal rights in our Certificate of Incorporation or Bylaws.

**PROPOSAL 1 –  
AMENDMENT TO OUR CERTIFICATE OF INCORPORATION  
TO EFFECT A CHANGE OF NAME OF THE COMPANY**

We have filed an Amendment to our Certificate of Incorporation to change our name from “HUMBL, Inc.” to “TAP Real Estate Technologies, Inc.” to reflect our decision to focus on taking the lead in establishing the next generation of real estate capital formation through tokenized asset portfolios to hold and manage select real estate assets while leveraging licensed digital infrastructure to tokenize ownership interests, manage investor participation and support compliant issuance and lifecycle administration of real estate assets.

**Certificate of Incorporation and Bylaws**

Certain provisions of Delaware law, our Certificate of Incorporation and our Bylaws, which are summarized below, may have the effect of delaying, deferring or discouraging another person from acquiring control of us. They are also designed, in part, to encourage persons seeking to acquire control of us to negotiate first with our Board of Directors. We believe that the benefits of increased protection of our potential ability to negotiate with an unfriendly or unsolicited acquirer outweigh the disadvantages of discouraging a proposal to acquire us because negotiation of these proposals could result in an improvement of their terms.

*Board of Directors Vacancies*

Our Certificate of Incorporation and Bylaws authorize only our Board of Directors to fill vacant directorships, including newly created seats. In addition, the number of directors constituting our Board of Directors will be permitted to be set only by a resolution adopted by a majority vote of our entire Board of Directors. These provisions would prevent a stockholder from increasing the size of our Board of Directors and then gaining control of our Board of Directors by filling the resulting vacancies with its own nominees. This will make it more difficult to change the composition of our Board of Directors and will promote continuity of management.

*Stockholder Action; Special Meeting of Stockholders*

Our Certificate of Incorporation provides that special meetings of our stockholders may be called only by a majority of our Board of Directors, the chairperson of our Board of Directors, our Chief Executive Officer or our President, thus prohibiting a stockholder from calling a special meeting. These provisions might delay the ability of our stockholders to force consideration of a proposal or for stockholders controlling a majority of our capital stock to take any action, including the removal of directors.

*Advance Notice Requirements for Stockholder Proposals and Director Nominations*

Our Bylaws provide advance notice procedures for stockholders seeking to bring business before our annual meeting of stockholders or to nominate candidates for election as directors at our annual meeting of stockholders. Our Bylaws also specify certain requirements regarding the form and content of a stockholder's notice. These provisions might preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders if the proper procedures are not followed. We expect that these provisions may also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.

*No Cumulative Voting*

The Delaware General Corporation Law provides that stockholders are not entitled to cumulate votes in the election of directors unless a corporation's Certificate of Incorporation provides otherwise. Our Certificate of Incorporation does not provide for cumulative voting.

*Amendment of Charter and Bylaws Provisions*

Amendments to our Certificate of Incorporation will require the approval of the holders of at least a majority of the voting power of the outstanding shares of Common Stock and Preferred Stock. Our Bylaws provide that they can be amended or repealed by our Board of Directors or the approval of the holders of at least a majority of the voting power of the stockholders that includes our Series A and Series B preferred voting together with the holders of Common Stock as a single class.

*Issuance of Undesignated Preferred Stock*

Our Board of Directors has the authority, without further action by our stockholders, to issue up to 10,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by our Board of Directors. The existence of authorized but unissued shares of preferred stock would enable our Board of Directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or other means.

## Exclusive Forum

Our Bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or other employees to us or our stockholders, (iii) any action asserting a claim against the company or any director or officer of the company arising pursuant to any provision of the Delaware General Corporation Law, (iv) any action to interpret, apply, enforce, or determine the validity of our amended and restated Certificate of Incorporation or amended and restated Bylaws, or (v) any other action asserting a claim that is governed by the internal affairs doctrine shall be the Chancery Court of the State of Delaware, in all cases subject to the court's having jurisdiction over indispensable parties named as defendants. Our Bylaws also provide that the federal district court in the State of Delaware will be the exclusive forum for resolving any complaint asserting a cause of action under the Securities Act and the Exchange Act.

Any person or entity purchasing or otherwise acquiring any interest in our securities shall be deemed to have notice of and consented to these provisions. We note that stockholders cannot waive compliance (or consent to non-compliance) with the federal securities laws and the rules and regulations thereunder.

We are not aware of any attempt to take control of the Company and are not presenting this proposal with the intent that it be utilized as a type of anti-takeover device.

## VOTING SECURITIES AND PRINCIPAL STOCKHOLDERS

The column entitled "Percentage of Class" is based on 54,618,782,943 shares of the Registrant's common stock outstanding as of January 23, 2026. Beneficial ownership is determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to our common stock. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of January 23, 2026, are considered outstanding and beneficially owned by the person holding the options for the purpose of calculating the percentage ownership of that person but not for the purpose of calculating the percentage ownership of any other person. Except as otherwise noted, we believe the persons and entities in this table have sole voting and investing power with respect to all of the shares of our common stock beneficially owned by them, subject to community property laws, where applicable.

Brian Foote has voting control through its ownership of 7,000,000 shares of Series A preferred stock and 190,459 shares of Series B preferred stock. Each share of Series A preferred stock and Series B preferred stock entitles the holder to vote on all matters submitted to a vote of our shareholders with each share of Series A preferred having 1,000 votes and each share of Series B preferred stock having 10,000 votes.

Name and Address of Beneficial Owner	Class of Securities	# of Shares	% of Class	% of Voting Shares <sup>(2)</sup>
Brian Foote <sup>(1)</sup>	Common	11,894,304	*	*
	Series A Preferred	7,000,000	100%	
	Series B Preferred	190,459	54.56%	3.49%
Jeffrey Hinshaw <sup>(1)</sup>	Common	100,060,000	*	*
	Series B Preferred	30,263	8.66%	*
Gregory Hopkins	Common	250,000,000		
All Officers and Directors as a Group (3 persons)				%
Common	Common	361,954,304	* %	* %
Series A Preferred		7,000,000	100%	%
Series B Preferred		243,375	%	%

(1) Officer and/or director of our Company.

(2) Voting control is based on a total of 54,618,782,943 voting rights attributable to shares of our common stock with one vote per share, shares of our Series A Preferred stock with 1,000 votes per share and shares of our Series B Preferred stock with 10,000 votes per share, shares of our Series C Preferred stock have no voting rights, shares of our Series D Preferred Stock vote with 500,000 votes per share.

\* less than 1% of the issued and outstanding shares of common stock

## **DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS**

Only one Information Statement is being delivered to multiple security holders sharing an address unless the Company has received contrary instructions from one or more of its security holders. The Company undertakes to deliver promptly upon written or oral request a separate copy of the Information Statement to a security holder at a shared address to which a single copy of the documents was delivered and provide instructions as to how a security holder can notify the Company that the security holder wishes to receive a separate copy of the Information Statement.

Security holders sharing an address and receiving a single copy may request to receive a separate Information Statement at HUMBL, Inc., 101 W. Broadway, Suite 1450, San Diego, CA 92101. Security holders sharing an address can request delivery of a single copy of the Information Statement if they are receiving multiple copies may also request to receive a separate Information Statement at HUMBL, Inc, 101 W. Broadway, Suite 1450, San Diego, CA 92101, telephone: (786) 738-9012.

## **WHERE YOU CAN OBTAIN ADDITIONAL INFORMATION**

We are required to file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference rooms at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on the operation of the public reference rooms. Copies of our SEC filings are also available to the public from the SEC's web site at [www.sec.gov](http://www.sec.gov).

We will provide, upon request and without charge, to each shareholder receiving this Information Statement a copy of our filings with the SEC and other publicly available information. A copy of any public filing is also available, at no charge, by contacting HUMBL, Inc., 101 W. Broadway, Suite 1450, San Diego, CA 92101, telephone: (786) 738-9012.

Date: February 5, 2026

**HUMBL, Inc.**

By Order of the Board of Directors

By: /s/ Gregory Hopkinsa  
Gregory Hopkins  
CEO

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF INCORPORATION OF  
HUMBL, INC.**

HUMBL, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify as follows:

1. The name of the corporation is HUMBL, Inc. The date of the filing of its original Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware was November 18, 2020.
2. This Certificate of Amendment to Certificate of Incorporation (this “Certificate of Amendment”) amends the Certificate of Incorporation of the Corporation (the “Certificate”) to change its name to TAP Real Estate Technologies, Inc.
3. Paragraph FIRST is amended to read as follows: “The name of the Corporation is TAP Real Estate Solutions, Inc.”
4. The remaining provisions of the Certificate not affected by the aforementioned amendment shall remain in full force and shall not be affected by this Certificate of Amendment.
5. This Certificate of Amendment was duly adopted by the Board of Directors of the Corporation and by the stockholders of the Corporation on December 31, 2025 in accordance with the applicable provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer this 7<sup>th</sup> day of January, 2026.

HUMBL, Inc.

By: /s/ Gregory Hopkins  
Gregory Hopkins, CEO