

P13000075422

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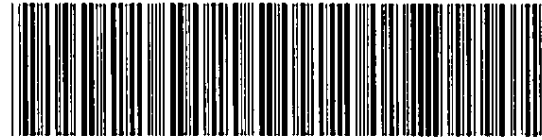
(Business Entity Name)

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CLERK OF COURT

C. GOLDEN

SEP - 5 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: B4C Technologies, Inc.

DOCUMENT NUMBER: P13000075422

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

Please return all correspondence concerning this matter to the following:

Robert C. Hackney, Esq.

Name of Contact Person

Hackney Business Law, P.A.

Firm/ Company

250 Tequesta Drive, Suite 200

Address

Tequesta, Florida 33469

City/ State and Zip Code

bobhackney@gmail.com

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

For further information concerning this matter, please call:

Robert C. Hackney

at (561) 776-8600

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
B4C TECHNOLOGIES, INC.**

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

ARTICLE 1. NAME

The name of this corporation is B4C Technologies, Inc.

ARTICLE 2. SHARES

2.1 Authorized Capital

The total number of shares which this corporation is authorized to issue is 11,000,000, consisting of two classes of shares to be designated, respectively, "Common Stock," and "Preferred Stock." The total number of shares of Common Stock that this corporation shall have authority to issue is 10,000,000 shares. The total number of shares of Preferred Stock that this corporation shall have authority to issue is 1,000,000 shares.

2.2 Preferred Stock

This corporation's board of directors (the "Board of Directors") shall have the full authority permitted by law to divide the authorized and unissued shares of Preferred Stock into series, and to provide for the issuance of such shares (in an aggregate amount not exceeding the aggregate number of shares of Preferred Stock authorized by this corporation's articles of incorporation (as amended or restated from time to time) (the or these "Articles")), as determined from time to time by the Board of Directors and stated, before the issuance of any shares thereof, in the resolution or resolutions providing for the issuance thereof. The Board of Directors shall have the authority to fix and determine and to amend the number of shares of any series of Preferred Stock that is wholly unissued or to be established and to fix and determine and to amend the designation, preferences, voting powers and limitations, and the relative, participating, optional or other rights, of any series of shares of Preferred Stock that is wholly unissued or to be established, including, without limiting the generality of the foregoing, the voting rights relating to shares of such series of Preferred Stock, the rate of dividend to which holders of shares of such series of Preferred Stock may be entitled, the rights of holders of shares of such series of Preferred Stock in the event of liquidation, dissolution or winding up of the affairs of this corporation, the rights of holders of shares of such series of Preferred Stock to convert or exchange shares of such series of Preferred Stock for shares of any other capital stock or for any other securities, property or assets of this corporation, and whether or not the shares

of such series of Preferred Stock shall be redeemable and, if so, the term and conditions of such redemption.

Before this corporation shall initially issue shares of a series of Preferred Stock created under 607.0602, Fla. Stat. (2017) (or any successor provision thereto) of the Florida Business Corporation Act, articles of amendment setting forth the terms of such series in a form meeting the requirements of 607.0602, Fla. Stat. (2017) shall be filed with the Secretary of State of the State of Florida in the manner prescribed by the Florida Business Corporation Act, and shall be effective without shareholder approval. Unless otherwise specifically provided in the resolution establishing any series of Preferred Stock, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

2.3 Common Stock

The preferences, limitations, voting powers and relative rights of the Common Stock (subject to the preferences and rights of the Preferred Stock as determined by the Board of Directors pursuant to Section 2.2 of these Articles) are as follows:

(a) Voting Rights.

Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held as of the applicable record date on any matter that is submitted to a vote of the shareholders of this corporation (including, without limitation, any matter voted on at a shareholders' meeting).

(b) Dividends and Distributions.

(i) Subject to the preferences applicable to any series of Preferred Stock, the shares of Common Stock are entitled to the Distribution of the net assets of this corporation upon dissolution.

(ii) Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, shares of Common Stock shall be entitled to any Dividend as may be declared by the Board of Directors from time to time with respect to the Common Stock.

ARTICLE 3. PRINCIPAL OFFICE OF THE CORPORATION

The street address, and the mailing address, of the principal office of the corporation is 4306 SW Cargo Way, Palm City, Florida 34990.

ARTICLE 4. REGISTERED OFFICE AND AGENT

The name of the registered agent of this corporation and the address of its registered office are as follows:

Robert C. Hackney, Esq.
250 Tequesta Drive, Suite 200
Tequesta, Florida 33469

ARTICLE 5. PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation, except to the extent provided by written agreement with this corporation.

ARTICLE 6. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

ARTICLE 7. DIRECTORS

6.1 Board Size

Except as otherwise provided in these Articles, the total number of authorized directors constituting the Board of Directors shall be fixed from time to time solely by the Board of Directors pursuant to a resolution adopted by a majority of the Board of Directors.

6.2 Removal

At a meeting of shareholders called expressly for that purpose, one or more directors, including the entire Board of Directors, may be removed with or without cause by the holders of the shares entitled

to elect the director or directors whose removal is sought if, with respect to a particular director, the number of votes cast to remove the director exceeds the number of votes cast to not remove the director.

6.3 Vacancies

Any vacancies on the Board of Directors resulting from death, resignation, removal or other causes and any newly created directorships resulting from any increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors or the sole remaining director. The term of a director elected to fill a vacancy expires at the next election of directors by the shareholders.

ARTICLE 8. TRADE SECRETS AND CONFIDENTIALITY

The Company owns a unique boron diffusion technology, which it acquired from its founder, C. Edward McComas. The process uses a unique composition of chemicals and heat-treatment to chemically diffuse boron directly into a metal substrate as opposed to depositing a coating on the exterior of the substrate. The chemical formula and the treatment process is the Company's most guarded secret and its most valuable asset. The formula and treatment process is sometimes referred to by the Company as the "Blaze technology." The formula and treatment process is deemed to be a "trade secret" as that term is defined in 688.002, Fla. Stat. (2017). Access to all details of this technology are restricted to the Chief Executive Officer and the Chief Technology Officer of the Company, and the formula, treatment process and related information are maintained in a secure location. Only under unique circumstances, (such as an acquisition of the Company), agreed upon by both the Chief Executive Officer and the Chief Technology Officer may access of any kind be permitted, and then only under strict confidentiality. Pursuant to this provision, shareholders of the Company shall have no right of inspection under F.S. 607.1602, Fla. Stat. (2017) or any similar law, and any such request or demand shall be deemed not for a proper purpose. This limitation is also deemed to be a limitation set forth in 607.0801(2), Fla. Stat. (2017) and therefore does not permit disclosure to directors of the Company, unless such directors are either simultaneously the Chief Executive Officer or the Chief Technology Officer of the Company.

ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

(a) To the full extent that the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for conduct as a director.

(b) This corporation shall, to the maximum extent permitted by applicable law, indemnify any individual made a party to a proceeding because that individual is or was a director of this corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in F.S. 607.0850 of the Florida Business Corporation Act, or any other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by these Articles.

(c) Any amendments to or repeal of this Article 9 shall not adversely affect any right or protection of a director of this corporation for or with respect to any acts or omissions of such director occurring before such amendment or repeal.

ARTICLE 10. AUTHORITY TO AMEND ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by the Florida Business Corporation Act or by these Articles and the rights of the shareholders of this corporation are granted subject to this reservation.

ARTICLE 11. SPECIAL MEETING OF SHAREHOLDERS

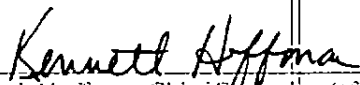
The Chairperson of the Board of Directors, and the Chief Executive Officer of this corporation, or the Board of Directors may call special meetings of the shareholders.

ARTICLE 12. SAVINGS CLAUSE

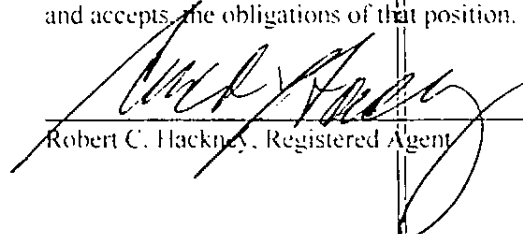
If any provision of these Articles is declared by a court of competent jurisdiction to be invalid, unenforceable or contrary to applicable law, the remainder of these Articles shall be enforceable in accordance with its terms.

The foregoing Amended and Restated Articles of Incorporation of B4C Technologies, Inc., was adopted by the directors and the shareholders on the 25 day of August, 2017.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Amended and Restated Articles of Incorporation of B4C Technologies, Inc., this 25 day of August, 2017.


Kenneth Hoffman, Chief Executive Officer

The undersigned accepts the appointment as a registered agent. The registered agent is familiar with, and accepts, the obligations of that position.


Robert C. Hackney, Registered Agent