



Alexander Kogan  
7140 Humber Circle  
Wesley Chapel, Florida 33545  
: (314) 422-5453

January 6, 2017

Via Overnight Courier

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(850) 245-6052

Re: Articles of Incorporation - HEWS Technologies, Inc.

Dear Sir or Madam:

Enclosed in duplicate are the Articles of Incorporation for the above-name entity. I have signed each duplicate Articles of Incorporation as both Sole Incorporator and as Registered Agent and dated my signature.

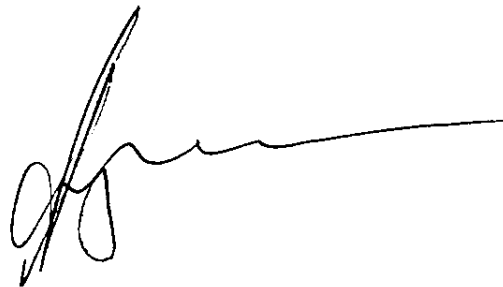
Also enclosed is my check for \$87.50 payable to the Florida Department of State in payment of the filing fees, including the Certified Copy and Certificate of Status.

Please process the enclosed and return the filed copy to me along with the Certified Copy and Certificate of Status. I have provided a return address overnight courier label for your convenience.

If you have any questions about the enclosed, do not hesitate to contact me immediately at the phone number above. Thank you in advance for your courtesy and cooperation.

Sincerely yours,

Alexander Kogan



AK/mb  
Encl.

**ARTICLES OF INCORPORATION**  
**OF**  
**HEWS TECHNOLOGIES, INC.**

The undersigned, a natural person (the "*Sole Incorporator*"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida hereby certifies that:

**I.**

The name of this corporation (hereinafter referred to as "Corporation") is **HEWS Technologies, Inc.**

**II.**

The initial principal office of the Corporation shall be at 7140 Humber Circle, Wesley Chapel, Florida 33545.

**III.**

The duration of the Corporation shall be perpetual.

**IV.**

The registered office of the Corporation in the State of Florida shall be 7140 Humber Circle, Wesley Chapel, Florida 33545, and the name of the registered agent of the Corporation in the State of Florida at such address is Alexander Kogan.

**V.**

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**VI.**

**A.** The total number of shares of capital stock of all classes which the Corporation shall have the authority to issue is Five Million (5,000,000) shares, consisting of Four Million (4,000,000) shares of Common Stock, par value \$0.001 per share, and One Million (1,000,000) shares of Preferred Stock, par value \$0.001 per share.

**B.** The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above classes of stock are as follows:

**1.** Subject to the limitations hereinafter contained and to the requirements of the laws of the State of Florida, authority is hereby vested in the Board of Directors of the Corporation to issue from time to time said One Million (1,000,000) shares of Preferred Stock in one or more series, with such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations, or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors. Without limiting the generality of the foregoing, in the resolution or resolutions providing for

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the issuance of such shares of each particular series of Preferred Stock, subject to the limitations hereinafter contained and to the requirements of the laws of the State of Florida, the Board of Directors is also expressly authorized:

- a. to fix the distinctive serial designation of the shares of any such series;
- b. to fix the consideration for which the shares of any such series are to be issued;
- c. to fix the rate or amount per annum, if any, at which the holders of the shares of any such series shall be entitled to receive dividends, the dates on which such dividends shall be payable, whether the dividends shall be cumulative or noncumulative, and if cumulative, to fix the date or dates from which such dividends shall be cumulative;
- d. to fix the price or prices at which, the times during which, and the other terms, if any, upon which the shares of any such series may be redeemed;
- e. to fix the rights, if any, which the holders of shares of any such series have in the event of dissolution or upon distribution of the assets of the Corporation;
- f. to determine whether the shares of any such series shall be made convertible into or exchangeable for other securities of the Corporation, including shares of the Common Stock of the Corporation or shares of any other series of the Preferred Stock of the Corporation, now or hereafter authorized, or any new class of preferred stock of the Corporation hereafter authorized, the price or prices or the rate or rates at which conversion or exchange may be made, and the terms and conditions upon which any such conversion right or exchange right shall be exercised;
- g. to determine whether a sinking fund shall be provided for the purchase or redemption of shares of any series and, if so, to fix the terms and amount or amounts of such sinking fund;
- h. to determine whether the shares of any such series shall have voting rights, and, if so, to fix the voting rights of the shares of such series; and
- i. to fix such other preferences and rights, privileges and restrictions applicable to any such series as may be permitted by law.

2. Subject to the prior rights of the holders of any shares of Preferred Stock, the holders of the Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

3. In the event of any voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after the holders of the Preferred Stock then outstanding, if any, shall have received the full preferential amounts to which such holders may be entitled upon such voluntary or involuntary liquidations, dissolution, distribution of assets or winding up, the holders of Common Stock shall be entitled, to the exclusion of such holders of the Preferred Stock then outstanding, to receive all the remaining assets of the Corporation of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by them respectively. A consolidation, merger or reorganization of the Corporation with any other corporation or corporations,

or a sale of all or substantially all of the assets of the Corporation, shall not be considered a dissolution, liquidation or winding up of the Corporation within the meaning of the immediately preceding sentence.

4. Except as may otherwise be required by law, the By-Laws of the Corporation or these Articles of Incorporation, as amended, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record in the name of such stockholder on all matters voted upon by the stockholders, including the election of directors.

## VII.

A. All preemptive rights of stockholders are hereby denied, so that no shares of capital stock of the Corporation of any class whether now or hereafter authorized and no other security of the Corporation shall carry with it and no holder or owner of any share or shares of capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation shall have any preferential or preemptive right to acquire additional shares of capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation.

B. All cumulative voting rights are hereby denied, so that none of the capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation shall carry with it and no holder or owner of any share or shares of capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation shall have any right to cumulative voting in election of directors or for any other purpose.

## VIII.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

1. to make, alter, amend or repeal the By-Laws of the Corporation in any manner not inconsistent with the laws of the State of Florida or these Articles of Incorporation, subject to the power of the stockholders, at the time entitled to vote, to alter, amend or repeal By-Laws made by the Board of Directors, provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by these Articles of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.;

2. to fix from time to time the amount of net profits of the Corporation or of its surplus to be reserved as working capital or for any other lawful purpose;

3. to authorize and issue obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board of Directors in its commercially reasonable discretion may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the corporation, real or personal, including after-acquired property;

4. to determine whether any, and if any, what part, of the net profits of the Corporation or of its surplus shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of such net profits or such surplus;

5. from time to time, without the vote or assent of the stockholders, to issue additional shares of authorized Common Stock or to grant warrants or options to acquire the same with respect thereto on such terms as the Board of Directors deems reasonable and appropriate acting in a commercially reasonable manner and in good faith.

In addition to the powers and authorities herein or by law expressly conferred upon it, the Board of Directors may exercise all such powers and do all such actions and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the By-Laws of the Corporation.

**B.** No contract or other transaction of the Corporation shall be affected by the fact that any of the directors of the Corporation are in any way interested in or connected with any other party to such contract or transaction, or are themselves parties to such contract or transaction, provided that once the initial formation and capitalization of the Corporation by its founding stockholders has been completed, at the meeting of the Board of Directors or of the committee thereof authorizing or confirming such contract or transaction there shall be present a quorum of directors not so interested or connected, and such contract or transaction shall be approved by a majority of such quorum, which shall consist of directors not so interested or connected.

**C.** Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**D.** Subject to any limitations imposed by applicable law, if any, a member of the Board of Directors may be removed from office only for cause and by the affirmative vote of the holders of not less than sixty-seven percent (67%) of all of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors at a special meeting of stockholders called expressly for that purpose.

**E.** Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

## **IX.**

**A.** The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

**B.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through By-law provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VIII shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

X.

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 all rights conferred upon the stockholders herein are granted subject to this reservation.

XI.

The name and the mailing address of the Sole Incorporator is as follows:

Alexander Kogan •  
7140 Humber Circle  
Wesley Chapel, Florida 33545

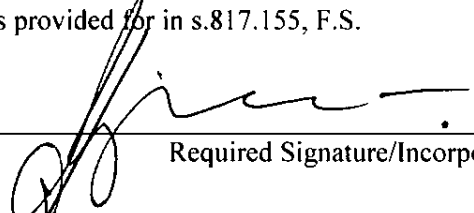
**SIGNATURE SECTION**

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Required Signature/Registered Agent

01-09-17  
Date

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 Florida Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
\_\_\_\_\_  
Required Signature/Incorporator

01-09-17  
Date

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