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2016 SEP 29 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NE  
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10/5/16

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HercuWall Inc.  
Name of Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Niemann

\_\_\_\_\_  
Name of Contact Person

HercuTech Inc.

\_\_\_\_\_  
Firm/Company

1720 W. Tenth Street, Ste. 101

\_\_\_\_\_  
Address

Tempe, AZ 85281

\_\_\_\_\_  
City/State and Zip Code

ann.niemann@hercutech.com

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

For further information concerning this matter, please call:

Ann Niemann

\_\_\_\_\_  
Name of Contact Person

at ( <sup>602</sup> ) 568-3455

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 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

*Please return via  
Hercutech FedEx acct.*

*208293392*

*Thanks!*

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

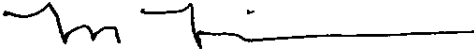
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(Document number of corporation (if known))

1. HercuWall Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 09/14/2012  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/29/2012
5. HercuTech Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- N/A  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A  
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael Niemann

(Typed or printed name of person signing)

CEO

(Title of person signing)

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2013 SEP 29 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA


# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "HERCUWALL INC.", CHANGING ITS NAME FROM "HERCUWALL INC." TO "HERCUTECH INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2012, AT 11:30 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

4621580 8100  
SR# 20165949161

Authentication: 203067434  
Date: 09-27-16

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 11/29/2012  
FILED 11:30 AM 11/29/2012  
SRV 121276321 - 4621580 FILE

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF HERCUWALL INC.  
a Delaware corporation

HERCUWALL INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

A. The name of the Corporation is HercuTech Inc., f/k/a HercuWall Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 10, 2008, being filed pursuant to Sections 242 and 245.

B. That at a meeting of the Board of Directors of HercuWall Inc. resolutions were duly adopted setting forth a proposed Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof in accordance with the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation of this Corporation is hereby amended and restated in its entirety as set forth in Exhibit A attached hereto.

HercuWall Inc. has caused this Amended and Restated Certificate of Incorporation to be executed by the undersigned officer, Michael Niemann, CEO, thereunto duly authorized this 20th day of September, 2012.

**EXHIBIT A**

**STATE OF DELAWARE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**ARTICLE ONE**

The name of the corporation is HercuTech Inc. (the "corporation").

**ARTICLE TWO**

The address of the corporation's registered office in the State of Delaware is Inc. Plan (USA) at Trolley Square, Suite 20C, City of Wilmington, County of New Castle, Delaware 19806. The name of its registered agent at such address is Inc. Plan (USA).

**ARTICLE THREE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE FOUR**

**A. Authorization of Capital Stock.**

The corporation shall be authorized to issue three classes of shares of stock to be designated, respectively, "Class A Common Stock," "Class B Common Stock," and "Preferred Stock." The total number of shares of Class A Common Stock that the corporation shall have authority to issue shall be 100,000,000 (one hundred million), and each of such shares shall have a par value of \$.0001, and shall include the Founders and all Common Stock shareholders as of this date. The total number of shares of Class B Common Stock that the corporation shall have the authority to issue shall be 10,000,000 (ten million), and each of such shares shall have a par value of \$.0001. The total number of shares of Preferred Stock that the corporation shall have the authority to issue shall be 10,000,000 (ten million), and each of such shares shall have a par value of \$.0001, and all shares shall be designated in accordance with the terms of Section B of this Article Four (the "Blank Check Preferred").

**B. Terms of Blank Check Preferred.**

Subject to the provisions of this Article Four, shares of Blank Check Preferred may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors of the corporation, each of said series to be distinctly designated. The voting powers, preferences and relative, participating, optional, and other special rights, and the qualifications, limitations, or restrictions thereof, if any, of each such series may differ from those of any and all other series of preferred stock at any time outstanding, and the Board of Directors is hereby expressly granted authority to fix or alter, by resolution or resolutions, the designation, number, voting powers, preferences, and relative, participating, optional, and other special rights, and the qualifications, limitations, and restrictions thereof, of each such series.

**C. Voting Rights.**

Except as otherwise provided herein or by applicable law, the holders of shares of Class A Common Stock shall at all times vote together as one class on all matters (including the election of

HercuTech Inc.

directors) submitted to a vote or for the consent of the stockholders of the corporation. Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the corporation. Each holder of shares of Class B Common Stock represents non-voting stock and shall not be entitled to any vote.

**D. Dividends.**

Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor; provided, however, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class B Common Stock shall receive Class B Common Stock or rights to acquire Class B Common Stock, as the case may be.

**E. Liquidation.**

Subject to the preferences applicable to any series of Preferred Stock, if any outstanding at any time, in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

**F. Subdivision or Combinations.**

If the Corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be subdivided or combined in the same manner.

**G. Equal Status.**

Except as expressly provided in this Article IV, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

**ARTICLE FIVE**

The name and address of the Incorporator is:

Michael Niemann  
3614 E. Brookwood Court  
Phoenix, AZ 85048

**ARTICLE SIX**

The Board of Directors of the corporation shall have the power to adopt, amend, and repeal any or all of the Bylaws of the corporation.

**ARTICLE SEVEN**

Election of members to the Board of Directors need not be by written ballot unless the

HercuTech Inc.

Bylaws of the corporation shall so provide.

#### **ARTICLE EIGHT**

To the fullest extent permitted by the Delaware General Corporation Law, a director or former director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director of the corporation; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of Title 8 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the liability of directors, the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as amended.

Any repeal or modification of this Article Seven shall not adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

The provisions of this Article Seven shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article Seven.

#### **ARTICLE NINE**

The number of directors which currently comprise the Board of Directors of the corporation is four (4). The size of the Board of Directors may be increased or decreased in the manner provided in the Bylaws of the corporation.

All corporate powers of the corporation shall be exercised by or under the direction of the Board of Directors except as otherwise provided herein or by law.


#### **ARTICLE TEN**

The corporation elects not to be governed by Section 203 of the Delaware General Corporation Law, which pertains to business combinations with interested stockholders.

#### **ARTICLE ELEVEN**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Delaware General Corporation Law.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 20<sup>th</sup> day of September, 2012.

By:   
Michael Niemann, CEO  
Authorized Officer