

F21000006365

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

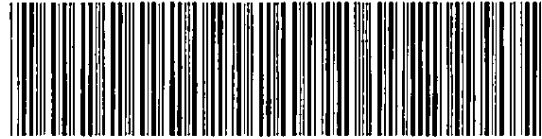
(Document Number)

Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Instructions to Filing Officer:

Office Use Only



400402806834

N/C Amend

FILED

2023 MAR -2 AM 10:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

2023 MAR -2 PM 4:08

OFFICE OF THE  
CLERK OF THE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

A. RAMSEY  
MAR 03 2023

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 544324 8324903

AUTHORIZATION



COST LIMIT : \$ 35.00

-----  
ORDER DATE : March 2, 2023

ORDER TIME : 2:47 PM

ORDER NO. : 544324-005

CUSTOMER NO: 8324903  
-----

FOREIGN FILINGS

NAME: TOMO BROKERAGE, INC.

XX CORPORATE  
       LIMITED PARTNERSHIP  
       LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** Tomo Brokerage, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F21000006365

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hunter Jeffers

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

Tomo Brokerage, Inc.

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

1424 11th Ave, Suite 201

\_\_\_\_\_  
Address

Seattle, WA 98144

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

legal@tomonetworks.com

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

For further information concerning this matter, please call:

Hunter Jeffers

at ( 509 ) 670-5194

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

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy

☐ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**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)**

F21000006365

(Document number of corporation (if known))

1. Tomo Brokerage, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 10/29/2021

(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? 2/23/2022

5. Moto Real Estate, 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)

(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.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

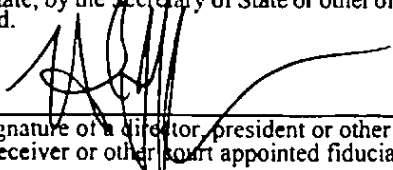
*Signature of New Registered Agent, if changing*

FILED  
2023 MAR -2 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. 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)	
Hunter Siffers	President/Managing Director
(Typed or printed name of person signing)	(Title of person signing)

**FILING FEE \$35.00**

# 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 "TOMO BROKERAGE, INC.",  
CHANGING ITS NAME FROM "TOMO BROKERAGE, INC." TO "MOTO REAL  
ESTATE, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF  
FEBRUARY, A.D. 2023, AT 9:29 O'CLOCK A.M.



3769987 8100  
SR# 20230651677

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202796077  
Date: 02-27-23

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:29 AM 02/23/2023  
FILED 09:29 AM 02/23/2023  
SR 20230651677 - File Number 3

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**

**TOMO BROKERAGE, INC.**

THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, dated as of February 23, 2023 (this “**Certificate**”), amending and restating in its entirety that certain Certificate of Incorporation of Tomo Brokerage, Inc. (the “**Company**”), dated as of November 5, 2020, and filed with the Secretary of State of the State of Delaware (“**SSSD**”) on November 5, 2020 (the “**Original Certificate**”), is made and entered into by the Stockholder (defined below).

**WITNESSETH:**

WHEREAS, Tomo Networks, Inc., a Delaware corporation, is the sole stockholder of the Company (the “**Stockholder**”);

WHEREAS, Carey Armstrong is the sole director of the Company (the “**Director**”);

WHEREAS, in accordance with Section 228 of the General Corporation Law of the State of Delaware, the Stockholder adopted a resolution by written consent, effective February 22, 2023, that it is in the best interest of the Company and advisable to amend the Company’s Certificate of Incorporation to change the name of the Company from “Tomo Brokerage, Inc.” to “Moto Real Estate, Inc.”; and

WHEREAS, in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, the Stockholder hereby amends and restates the Original Certificate in its entirety to reflect a change of the name of the Company from “Tomo Brokerage, Inc.” to “Moto Real Estate, Inc.”

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto amend and restate the Original Certificate as follows:

**ARTICLE I**

The name of the corporation is Moto Real Estate, Inc. (the “**Company**”).

**ARTICLE II**

The registered agent and the address of the registered office in the State of Delaware are:

Corporation Service Company  
251 Little Falls Drive  
Wilmington, DE 19808  
County of New Castle

### ARTICLE III

The purpose of the Company 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 (the “DGCL”).

### ARTICLE IV

The aggregate number of shares which the Company shall have authority to issue is 100 shares of capital stock, consisting of 100 shares, \$0.001 par value per share, of Common Stock (the “Common Stock”).

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Company entitled to vote generally in the election of directors irrespective of the provisions of Section 242(b)(2) of the DGCL.

The Common Stock shall have such powers, preferences and rights, including voting rights, and the qualifications, limitations and restrictions as set forth in this Article IV.

Each share of Common Stock shall have one (1) vote per share. In addition to any rights under applicable law or under this Certificate of Incorporation of any class to vote as a separate class on any matter, and except as expressly provided under this Certificate of Incorporation with respect to any class of capital stock, all shares of Common Stock, and any other class of capital stock with general voting rights then outstanding shall vote together as a single class on each matter on which stockholders are entitled to vote (including the election of directors).

### ARTICLE V

The management of the business and the conduct of the affairs of the Company shall be vested in its Board of Directors. The Board of Directors of the Company is expressly authorized to make, alter or repeal the Bylaws of the Company, but the stockholders may make additional Bylaws and may alter or repeal any Bylaw whether adopted by them or otherwise.

### ARTICLE VI

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Company. No director of the Company need be a stockholder of the Company.

### ARTICLE VII

The Company is to have perpetual existence.

### ARTICLE VIII

The Company shall, to the fullest extent permitted by Section 145 of the DGCL, as the same may be amended and supplemented (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said law permitted the Company to provide prior to such amendment), indemnify any and all



persons whom it shall have power to indemnify under said Section from and against any and all of the expenses and liabilities or other matters referred to in or covered by said Section. Such indemnification shall be mandatory and not discretionary. Without limiting the generality or the effect of the foregoing, the Company may enter into one or more agreements with any person that provide for indemnification greater than or different from that provided in this Article VIII and the Company may purchase and maintain insurance on behalf of any director or officer to the extent provided by Section 145 of the DGCL. Any amendment or repeal of this Article VIII shall not adversely affect any right or protection existing hereunder immediately prior to such amendment or repeal.

The Company shall, to the fullest extent permitted by the DGCL, advance all costs and expenses (including, without limitation, attorneys' fees and expenses) incurred by any director or officer within 15 days of the presentation of same to the Company, with respect to any one or more actions, suits or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the Company or serves or served at the request of the Company as a director, officer, partner, trustee, agent or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, so long as the Company receives from the director or officer an unsecured undertaking to repay such expenses if it is ultimately determined that such director or officer is not entitled to be indemnified by the Company under the DGCL. Such obligation to advance costs and expenses shall be mandatory, and not discretionary, and shall include, without limitation, costs and expenses incurred in asserting affirmative defenses, counterclaims and crossclaims. Such undertaking to repay may, if first requested in writing by the applicable director or officer, be on behalf of (rather than by) such director or officer, provided that in such case the Company shall have the right to approve the party making such undertaking.

The indemnification and advancement of expenses provided for herein shall not be deemed to be exclusive of any other rights to which those indemnified or entitled to advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

A director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit the liability of a director (i) for any breach of the director's duty of loyalty to the Company 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 the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment or repeal of this Article VIII shall not adversely affect any right or protection of a director of the Company existing immediately prior to such amendment or repeal. The liability of a director shall be further eliminated or limited to the full extent permitted by Delaware law, as it may hereafter be amended.

**ARTICLE IX**

Meetings of stockholders may be held within or without the State of Delaware, as determined by the Board of Directors. The books of the Company may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Company.

**ARTICLE X**

The Company 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 DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE XI**

The number of directors of the Company shall be such number as shall be determined from time to time by resolution of the Board of Directors. A director may be removed, at any time, either with or without cause, by the affirmative vote of holders of a majority of the voting power of shares of stock then entitled to vote with respect to the election of such director.

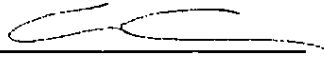
**ARTICLE XII**

The terms and conditions of this Certificate shall amend, supersede, replace, govern and control over any conflicting or inconsistent terms and conditions in the Original Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of February 23, 2023.

**STOCKHOLDER:**

**TOMO NETWORKS, INC.**

By:   
Name: Carey Armstrong  
Title: Chief Operating Officer