

Florida Department of State  
Division of Corporations  
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From:

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Account Number : 072100000520  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WIPOWER, INC.

Certificate of Status	1
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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WIPower, INC.**

**FILED**  
2010 JUL -8 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), this Florida corporation adopts the following Second Amended and Restated Articles of Incorporation and does hereby certify:

- A. That the name of the corporation is: WiPower, Inc., and that the corporation was originally incorporated under the Act on July 4, 2006.
- B. That these Second Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation, as filed on July 6, 2006 and amended on June 12, 2008, April 9, 2009 and May 19, 2010, requiring shareholder approval.
- C. That these Second Amended and Restated Articles of Incorporation were duly adopted and approved by the directors and the sole shareholder of the corporation pursuant to Sections 607.0704 and 607.0821 of the Act pursuant to written consents of the directors and the sole shareholder of the corporation, each dated as of July 7, 2010.
- D. That the number of votes cast for these Second Amended and Restated Articles of Incorporation by the sole shareholder of the corporation was sufficient for approval.
- E. That the corporation's initial Articles of Incorporation, as amended prior to the date hereof, are amended and restated in their entirety and replaced with the following:

**ARTICLE I. NAME**

The name of this corporation is: WiPower, Inc. (the "Corporation").

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal business office and mailing address of the Corporation is 370 Centerpointe Circle, Suite 1196, Altamonte Springs, Florida 32701.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000 shares of common stock having \$0.001 par value.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 370 Centerpointe Circle, Suite 1196, Altamonte Springs, Florida 32701 and the name of the Corporation's initial registered agent at that address is Ryan Tseng.

**ARTICLE V. INDEMNIFICATION**

The following indemnification provisions shall apply to the persons enumerated below.

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1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article V, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Corporation's Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article V or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article V is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Corporation's Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Corporation's Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Corporation's Board of Directors.

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6. Non-Exclusivity of Rights. The rights conferred on any person by this Article V shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, any provision of these Second Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Corporation's Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article V; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article V.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

#### ARTICLE VI. NO PREEMPTIVE RIGHTS

Except as the Corporation's Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

\* \* \*

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its Chief Executive Officer as of July 7, 2010.

  
Rahul Razdan, Chief Executive Officer

#### REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above-stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

\_\_\_\_\_  
Ryan Tseng

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6. Non-Exclusivity of Rights. The rights conferred on any person by this Article V shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, any provision of these Second Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

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9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

#### ARTICLE VI. NO PREEMPTIVE RIGHTS

Except as the Corporation's Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

\* \* \*

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its Chief Executive Officer as of July 7, 2010.

Rahul Razdan, Chief Executive Officer

#### REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above-stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ryan Tseng

7/8/2010

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