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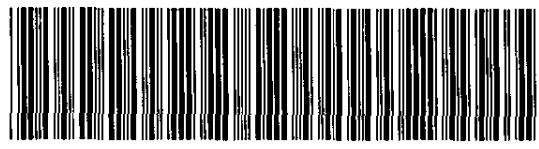
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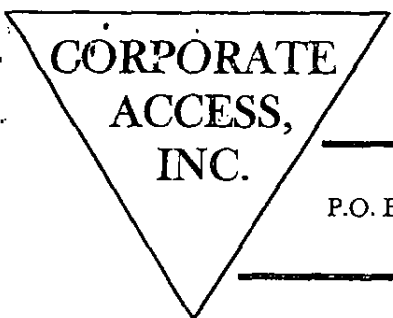
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1. Hoverfly Technologies, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

HOVERFLY TECHNOLOGIES, INC.

HOVERFLY TECHNOLOGIES, INC., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

The name of the Corporation is Hoverfly Technologies, Inc. (the "Corporation"). The Corporation was originally incorporated under the same name and the original Articles of Incorporation of the Corporation was filed with the Secretary of State on August 30, 2010.

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Law, this Amended and Restated Articles of Incorporation amends and restates the provisions of the Articles of Incorporation of this Corporation as originally filed. This Amended and Restated Articles of Incorporation was unanimously approved on May 1, 2015 by the Board of Directors and by a majority of the stockholders of the Corporation such that the number of votes cast by the stockholders for the amendments was sufficient for approval.

The text of the Restated Articles of Incorporation is restated and amended to read in its entirety as follows:

FIRST: The name of this Corporation is: HOVERFLY TECHNOLOGIES, INC.

SECOND: Its Registered Office in the State of Florida is to be located at: 1200 South Pine Island Road, Plantation, Florida. The name of its Registered Agent at such address is: CT Corporation System.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Law.

FOURTH: The amount of the total authorized capital stock of this Corporation is: Twenty-Three Thousand Thirty-Three and 928/1000 Dollars (\$23,033.928) consisting of Twenty-Three Million Thirty-Three Thousand Nine Hundred Twenty-Eight (23,033,928) Shares divided into a) Fourteen Million Forty-Five Thousand One Hundred and Sixty-Four (14,045,164) shares of Common Stock, par value \$0.001 per share ("Common Stock") and b) Eight Million Nine Hundred Eighty-Eight Thousand Seven Hundred Sixty-Four (8,988,764) shares of Series A Preferred Stock, par value \$0.001 per share ("Preferred Stock").

A. The shares of the authorized Common Stock will be identical in all respects and will have equal rights and privileges, subject only to the prior rights, if any, applicable to the Preferred Stock or any series thereof.

B. The shares of the authorized Preferred Stock will be identical in all respects and will have equal rights and privileges.

C. The Preferred Stock shall have the following rights, terms and privileges:

1. Dividends.

(a) The holders of record of shares of Preferred Stock shall be entitled to receive, out of funds legally available therefor, when and as declared by the Board of Directors (the "Board"), but not less frequently than March 31, June 30, September 30 and December 31 of each calendar year, annual cumulative dividends equal to \$0.011125 (10%) per share (adjusted proportionately for any stock splits, stock dividends, combinations, reclassifications or other similar events involving the Preferred Stock), payable in preference and priority to any payment of any cash dividend on Common Stock or any other shares of capital stock of the Corporation other than the Preferred Stock (the "Preferred Dividend"). All Preferred Dividends shall be paid in cash; provided, however, that in the event Preferred Dividends shall have failed to have been paid in cash on either March 31, June 30, September 30 or December 31 of any calendar year, then, at the option of the holder of Preferred Stock, such Preferred Dividends may be paid in the form of a number of additional shares of Preferred Stock equal to the amount of then accumulated unpaid Preferred Dividend divided by the Original Preferred Issue Price with respect to such shares.

(b) Such annual dividends shall accrue from day to day with respect to each share of Preferred Stock from the date such share is issued and outstanding whether or not earned or declared and whether or not there exists profits, surplus or other funds legally available for the payment of dividends, and shall be cumulative so that if such dividends on the Preferred Stock shall not have been paid, or declared and set apart for payment, the deficiency shall be fully paid or declared and set apart for payment before any dividend shall be paid or declared or set apart for any Common Stock and before any purchase or acquisition of any Common Stock is made by the Corporation, except the repurchase of Common Stock from employees or directors or consultants of the Corporation upon termination of employment or services pursuant to the terms of restrictive stock agreements entered into with such employees, directors or consultants and approved by the Board. No accumulation of dividends on the Preferred Stock shall bear interest.

(c) In the event that at a time when shares of the Preferred Stock are outstanding the Corporation shall declare a dividend on shares of its Common Stock payable in cash or property (other than in shares of its Common Stock), there shall also be declared a corresponding dividend payable to the holders of the Preferred Stock in an amount per share and type of property which would have been payable to the such holders had they exercised their rights to convert the shares of Preferred Stock into Common Stock immediately prior to the record date for the dividend on such Common Stock. Any participating dividend required by operation hereof shall bear the same record date and payment date as applicable to the record date and payment date for the Common Stock giving rise to such dividend.

(d) The Corporation shall not declare or pay any dividend on any share of Common Stock unless the Board reasonably concludes in the exercise of its discretion that, as of the record date and as of the payment date for any such dividend, the fair market value of the net assets of the

Corporation available for distribution to holders of the Preferred Stock remaining after such dividend (including any participating or other dividend required to be paid on the Preferred Stock or any other security as a result of such dividend) would upon liquidation (and after the expense of sale or disposition of the Corporation's assets) exceed the then applicable Preferred Liquidation Preference, as hereinafter defined, due with respect to the then outstanding Preferred Stock.

2. Liquidation, Dissolution or Winding Up.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), before any distribution may be made with respect to the Common Stock, the holders of each share of Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution, whether such assets are capital, surplus or capital earnings, an amount per share equal to the Preferred Liquidation Preference, as hereinafter defined, and after payment thereof to receive the Participation Right, as hereinafter defined.

(b) As used in Section 2(a), the term "Preferred Liquidation Preference" shall mean the sum of (I) an amount equal to two times the Original Preferred Issuance Price (as defined below), adjusted proportionately for any stock splits, stock dividends, combinations, reclassifications or other similar events involving the Preferred Stock; plus (II) all accrued but unpaid dividends with respect to such Preferred Stock, per share of Preferred Stock. For purposes of clause (II) the dividend with respect to the full fiscal year of the Corporation shall be deemed to accrue on and as of the date of such liquidation, dissolution or winding up of the Corporation. If the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of Preferred Stock the full amount of the Preferred Liquidation Preference to which they shall be entitled, the holders of Preferred Stock shall share ratably in any distribution of assets in proportion to the full preferential amount each such holder would otherwise be entitled to receive. The "Original Preferred Issuance Price" shall mean \$0.11125 per share of Preferred Stock.

(c) After payment to the holders of the Preferred Stock of the Preferred Liquidation Preference, the holders of the Preferred Stock shall be entitled to participate with the holders of the Common Stock in the remaining assets and funds of the Corporation legally available for distribution, if any, and such assets shall be ratably distributed among the holders of the Common Stock and the holders of Preferred Stock in proportion to the shares of Common Stock then held by them, or, in the case of the holders of Preferred Stock, the shares of Common Stock which they had the right to acquire upon conversion of the Preferred Stock then held by them.

(d) Deemed Liquidation Events.

(i) The following events shall be deemed to be a liquidation of the Corporation for purposes of this Section C.2 unless (x) the holders of at least two-thirds (2/3) of the outstanding shares of Preferred Stock voting as a single class elect otherwise by written notice given to the Corporation at least 10 days prior to the effective date of any such event (any such event, unless such an election is made, a "Deemed Liquidation Event"):

(A) a merger, acquisition, consolidation or any other reorganization transaction or series of related transactions in which

(I) the Corporation is a constituent party, or

(II) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger, acquisition, consolidation or any other reorganization transaction or series of related transactions involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted or exchanged for shares of capital stock which represent, immediately following such merger or consolidation at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following and as a result of such merger or consolidation, the parent corporation of such surviving or resulting corporation;

(B) the sale, lease, exclusive license, transfer or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or a majority of the assets or intellectual property of the Corporation, except where such sale, lease, exclusive license, transfer or other disposition is to a wholly owned subsidiary of the Corporation;

(C) the initial public offering of the Corporation; or

(D) any other transaction or series of related transactions in which the stockholders of the Corporation immediately prior to the transaction or series of related transactions do not hold, immediately following such transaction or series of related transactions, at least a majority, by voting power, of the capital stock of the (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation.

(ii) The Corporation shall not have the power to effect any transaction constituting a Deemed Liquidation Event pursuant to Subsection 2(d)(i)(A) above unless the agreement or plan of merger or consolidation provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2(a), 2(b) and 2(c).

(iii) In the event of a Deemed Liquidation Event pursuant to Subsections 2(d)(i)(A), 2(d)(i)(B) or 2(d)(i)(C) above, if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law of the State of Delaware within 60 days after such Deemed Liquidation Event, then (A) the Corporation shall send a written notice to each holder of Preferred Stock no later than the 60th day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right), pursuant to the terms of the following clause (B), to require the redemption of all outstanding shares of Preferred Stock, and (B) if the holders of at least a majority of the then outstanding shares of Preferred Stock so request in a written instrument delivered to the Corporation not later than 90 days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology

licensed, as determined in good faith by the Board in its reasonable judgment), together with any other assets of the Corporation available for distribution to its stockholders (the "Available Proceeds"), to the extent legally available therefor, on the 120th day after such Deemed Liquidation Event, to redeem all outstanding shares of Preferred Stock at a price per share equal to the aggregate amount that would be payable with respect to a share of such series of Preferred Stock pursuant to Subsections 2(a), (b) and (c) above in a Deemed Liquidation Event in which the Available Proceeds are distributed in full. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Preferred Stock, in accordance with the liquidation preference priorities set forth in Subsections 2(a), (b) and (c), the Corporation shall redeem a pro rata portion of each holder's shares of Preferred Stock to the fullest extent of such Available Proceeds, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the Available Proceeds were sufficient to redeem all such shares, and shall redeem the remaining shares to have been redeemed as soon as practicable after the Corporation has funds legally available therefor, and subject in all instances to the priorities of the respective series of Preferred Stock in any redemption or liquidation. Prior to the distribution or redemption provided for in this Subsection 2(d), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in the ordinary course of business.

(c) If the amount deemed paid or distributed to the Corporation or the holders of any capital stock of the Corporation in any Liquidation or Deemed Liquidation is made in property other than in cash, the value of such distribution shall be the fair market value of such property, determined as follows:

(i) For securities not subject to investment letters or other similar restrictions on free marketability,

(A) if traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the thirty (30) day period ending three (3) days prior to the closing of such transaction;

(B) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) days prior to the closing of such transaction; or

(C) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board.

(ii) The method of valuation of securities subject to investment letters or other similar restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall take into account an appropriate discount (as determined in good faith by the Board) from the market value as determined pursuant to clause (A) above so as to reflect the approximate fair market value thereof.

(iii) For non-cash and non-security proceeds, the value shall be the fair market value thereof, as determined by the Board in good faith in its reasonable judgment.

(iv) Notwithstanding any other provision of this Section 2, in the event any proceeds are payable in a combination of cash and other property, the holders of Preferred Stock, by action of a majority of the shares of such Preferred Stock, in their sole and absolute discretion, shall have the option to elect to receive such proceeds in either cash or such other property, to the extent thereof.

3. Voting Power.

(a) Except as otherwise expressly provided in Section C.6 of this Article Four, or as required by law, each holder of Preferred Stock shall be entitled to vote the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock are convertible as of the record date for determining stockholders entitled to vote on such matter; provided that fractional voting rights shall not be permitted and any fractional votes will be rounded to the nearest whole number of votes. Except as expressly provided in Section C.6 of this Article Four or as required by law, the holders of shares of Preferred Stock and Common Stock shall vote together as a single class on all matters.

(b) The Board shall consist of three directors. The holders of record of the shares of Common Stock, voting separately as a single class, shall be entitled to elect one member of the Board (the "Common Director"). The holders of record of the shares of Preferred Stock, voting separately as a single class, shall be entitled to elect one (1) member of the Board (the "Preferred Director"). The holders of Common Stock and Preferred Stock voting together as a single class shall be entitled to elect one Member of the Board.

(c) In the case of any vacancy in the office of any Common Director or Preferred Director, the holders of the class of stock entitled to elect the director whose absence created the vacancy shall elect a successor to hold such office for the unexpired term thereof. A Common Director or Preferred Director may be removed during his or her term of office, whether with or without cause, only by the affirmative vote of the holders of the class or series of stock entitled to elect such director pursuant to Section C.3(b).

4. Optional Conversion. The holders of shares of Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, without the payment of additional consideration by or to the holder thereof, at the option of the holder thereof, at any time and from time to time, including without limitation following a Liquidation Event or Deemed Liquidation Event, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Preferred Issue Price by the Conversion Price (as defined below) in effect at the time of conversion. The Conversion Price shall initially be equal to the Original Preferred Issuance Price. Such initial Conversion Price, and the rate at which shares of Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in clauses (d), (e), (f) and (g) below.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Preferred Stock. In lieu of fractional shares, the Corporation shall pay cash in an amount equal to such fraction multiplied by the fair market value of the Common Stock as of the date of conversion as determined in the reasonable discretion of the directors of the Corporation.

(c) Mechanics of Conversion.

(i) In order to convert shares of Preferred Stock into shares of Common Stock, the holder thereof shall surrender the certificate or certificates therefor, duly endorsed if the Corporation shall so require, or accompanied by appropriate instruments of transfer satisfactory to the Corporation, at the office of the transfer agent for the Preferred Stock, or at such other office as may be designated by the Corporation, together with written notice that such holder irrevocably elects to convert such shares. Such notice shall also state the name and address in which such holder wishes the certificate for the shares of Common Stock issuable upon conversion to be issued. As soon as practicable after receipt of the certificates representing the shares of Preferred Stock to be converted and the notice of election to convert the same, the Corporation shall issue and deliver at said office a certificate for the number of shares of Common Stock issuable upon conversion of the shares of Preferred Stock surrendered for conversion, together with a check payable to such holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Shares of Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the date such shares are surrendered for conversion and notice of election to convert the same is received by the Corporation in accordance with the foregoing provision, and the person entitled to receive the Common Stock issuable upon such conversion shall be deemed for all purposes as the record holder of such Common Stock as of such date.

(ii) The Corporation shall at all times during which the Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued shares of Common Stock, for the purpose of effecting the conversion of the Preferred Stock as herein provided, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock and shall take all such corporate action as may be necessary to assure that such shares of Common Stock may be validly and legally issued upon conversion of all of the outstanding shares of the Preferred Stock; and if, at any time, the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of the Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(iii) Upon any such conversion, an adjustment to the Conversion Price shall be made for any accrued and unpaid dividends on the Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(d) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Original Issue Date effect a subdivision of the outstanding Common Stock, the Conversion Price then in effect immediately before that subdivision shall be proportionately decreased. If the Corporation shall at any time or from time to time after the

Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(e) Adjustment for Certain Dividends and Distributions. If the Corporation at any time, or from time to time after the Original Issue Date shall make or issue, a dividend or other distribution on its outstanding Common Stock payable in Additional Shares of Common Stock, then and in each such event the Conversion Price shall be decreased as of the time of such issuance, by multiplying the Conversion Price by a fraction:

(i) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance, and

(ii) the denominator of which shall be the total numbers of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

For the purpose of the calculation set forth in clauses (i) and (ii) above, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Preferred Stock and all Convertible Securities had been fully converted into shares of Common Stock immediately prior to such issuance and any outstanding Convertible Securities (as defined below), warrants, Options or other Rights to Acquire Common Stock had been fully exercised immediately prior to such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date.

(f) Adjustment for Reclassification, Exchange, or Substitution. If the Common Stock issuable upon the conversion of the Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets for below), then and in each such event the holder of each share of Preferred Stock shall the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, by holders of the number of shares of Common Stock into which such shares of Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change, all subject to further adjustment as provided herein.

(g) Adjustments to Conversion Price for Other Dilutive Issuances. If the Corporation shall at any time after the Original Issue Date issue any Additional Shares of Common Stock (including any Additional Share of Common Stock deemed to be issued pursuant to Section 4(g)(iii), but excluding share issuances for which an adjustment is required under clauses (d), (e) or (f) of this Section 4) without consideration or for a consideration per share less than the applicable Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, such Conversion Price shall be reduced as provided herein.

(i) Special Definitions. For purposes of this Article Four, the following definitions shall apply:

(A) "*Additional Shares of Common Stock*" shall mean all shares of Common Stock issued (or, pursuant to Section 4(g)(iii) below, deemed to be issued) by the Corporation after the Original Issue Date, other than (X) Compensatory Shares (as defined below) or (Y) shares of Common Stock issued or issuable as a dividend or distribution on Preferred Stock or in a stock split or other transaction described in clauses (d), (e) or (f) of this Section 4.

(B) "*Compensatory Shares*" shall mean up to 1,685,613 shares of Common Stock (subject to appropriate adjustment for any stock dividend, stock split, combination or similar recapitalization affecting such shares after the Original Issue Date) issued to employees, directors, officers, consultants or service providers to the Corporation pursuant to any incentive or restricted stock plan or agreement approved by the Board in accordance with this Certificate and any voting agreement among the Corporation and the stockholders of the Corporation.

(C) "*Convertible Securities*" shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock.

(D) "*Diluted Common Shares Outstanding*" shall mean the sum of (X) the number of shares of Common Stock outstanding immediately prior to the event or transaction giving rise to an adjustment hereunder, plus (Y) the number of shares of Common Stock into which the Preferred Stock outstanding immediately prior to such event or transaction is convertible, plus (Z) the number of shares of Common Stock issuable as Compensatory Shares or pursuant to other outstanding Rights outstanding immediately prior to such event or transactions, but only to the extent that the exercise price with respect thereto is equal to or less than the Conversion Price then in effect.

(E) "*Original Issue Date*" shall mean the date on which the first share of Preferred Stock is first issued.

(F) "*Rights*" shall mean all rights issued by the Corporation to acquire Common Stock, but excluding Compensatory Shares or Convertible Securities, whether by exercise of a warrant, option or similar call or conversion of any existing instruments, in either case for consideration fixed, in amount or by formula, as of the date of issuance.

(ii) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. Concurrently with an issuance of Additional Shares of Common Stock, the Conversion Price then in effect shall be reduced to a price determined by multiplying such Conversion Price by a fraction, (I) the numerator of which shall be (A) the number of Diluted Common Shares Outstanding immediately prior to such issue plus (B) the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price; and (II) the denominator of which shall be (A) the number of Diluted Common Shares Outstanding plus (B) the number of such Additional Shares of Common Stock so issued.

(iii) Deemed Issuance of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Original Issue Date shall issue any Convertible Securities or Rights, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon exercise of such Rights or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share of such Additional Shares of Common Stock would be less than the applicable Conversion Price in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued no further adjustment in the Conversion Price shall be made upon the subsequent issue of shares of Common Stock upon the exercise of such Rights or conversion or exchange of such Convertible Securities. The expiration of any such Options or Rights shall not result in any restoration of the Conversion Price as so adjusted.

(iv) Determination of Consideration. For purposes of this Section 4(g), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(A) Cash and Property. Such consideration shall:

(I) insofar as it consists of cash, be computed at the aggregate of cash received or to be received by the Corporation, excluding amounts paid or payable for accrued interest or accrued dividends;

(II) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined by the Board in good faith in its reasonable judgment; and

(III) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined by the Board in good faith in its reasonable judgment.

(B) Rights and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4(g)(iii), relating to Rights and Convertible Securities, shall be determined by dividing:

(I) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Rights or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such

consideration) payable to the Corporation upon the exercise of such Rights or the conversion or exchange of such Convertible Securities, by

(II) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Rights or the conversion or exchange of such Convertible Securities.

(h) Minimum Adjustments. Anything in this Section 4 to the contrary notwithstanding, adjustments to the Conversion Price hereunder shall be made to the nearest quarter of a cent (\$0.0025).

(i) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder, if any, of Preferred Stock a certificate setting forth such adjustment or readjustment and shall file a copy of such certificate with its corporate records. Despite such adjustment or readjustment, the form of each or all Preferred Stock Certificates, if the same shall reflect the initial or any subsequent conversion price, need not be changed in order for the adjustments or readjustments to be valued in accordance with the provisions of this Section 4 which shall control.

5. No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Preferred Stock accordingly.

6. Amendments to Charter. The Corporation shall not amend its corporate charter without the approval, by vote or written consent, by the holders of at least a supermajority (75%) of the then outstanding shares of Preferred Stock, if such amendment would amend any of the rights, preferences, privileges or limitations provided for herein for the benefit of any shares of Preferred Stock. Without limiting the generality of the preceding sentence, the Corporation will not amend its corporate charter without the approval by the holders of at least a supermajority (75%) of the then outstanding shares of Preferred Stock if such amendment would:

(i) reduce the amount payable to the holders of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Preferred Stock to the rights upon liquidation of the holders of other capital stock of the Corporation;

(ii) cancel or modify the conversion rights of the holders of Preferred Stock provided for in Section 4 herein; or

(iii) cancel or modify the rights of the holders of the Preferred Stock provided for in this Section 6.

7. Restrictions on Certain Corporate Actions. The Corporation shall not, without the prior affirmative approval of the Board and the holders of a majority of the Preferred Shares, voting as a separate class take any of the following actions:

- (a) Declare or pay any dividends on Common Stock;
- (b) Make (or permit any company, a majority of the voting stock of which is owned or controlled by the Corporation (a "Subsidiary") to make) any loan or advance to, or own any stock or other securities of, any Subsidiary or other company, partnership, or other entity unless it is wholly owned by the Corporation;
- (c) Make or have outstanding, or permit any Subsidiary to make or have outstanding, any loan or advance to any person, including, without limitation, any employee or director of the Corporation or any Subsidiary, except advances and similar expenditures in the ordinary course of business as part of travel advances;
- (d) Engage in any Liquidation Event or Deemed Liquidation Event;
- (e) Repurchase or redeem any shares of Common Stock or other capital stock of the Corporation (including, without limitation, any series of Preferred Stock except pursuant to these Articles);
- (f) Enter into or be a party to any transaction with any director, officer, employee or holder of more than 5% of the outstanding capital stock of any class or series of capital stock of the Corporation, member of the family of any such person, or any corporation, partnership, trust or other entity in which any such person, or member of the family of any such person, is a director, officer, trustee, partner or holder of more than 5% of the outstanding capital stock thereof, except for transactions made in the ordinary course of business and pursuant to reasonable requirements of the Corporation's business and upon fair and reasonable terms that are approved by a majority of the Board of Directors including all of the Preferred Directors;
- (g) Directly or indirectly guarantee or otherwise in any way become liable with respect to the obligations or liabilities of any person, except by endorsement of instruments or items of payment for deposit to the general account of the Corporation or permit any Subsidiary to do the same;
- (h) Incur, create or assume, or permit any Subsidiary to incur, create or assume, any indebtedness for borrowed money or other liabilities under capital leases accounted for as liabilities in accordance with generally accepted accounting principles in excess of \$100,000 other than (i) liabilities under sale-leaseback transactions approved by a majority of the Board including all of the Preferred Directors or (ii) liabilities under a credit facility established with a reputable banking institution in the ordinary course of business and approved by a majority of the Board including all of the Preferred Directors; or
- (i) Use corporate funds for any purpose other than conducting, or change the principal business of the Corporation to any business other than, the business of the Corporation as presently conducted or proposed to be conducted as of the date hereof.

8. Notices.

(a) In the event of:

(i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or

(ii) any Liquidation Event or Deemed Liquidation Event, then and in each such event the Corporation shall deliver to each holder of Preferred Stock a notice specifying (1) the date on which any such record is to be taken for the purpose of such right and a description of such right, (2) the date on which any such reorganization, reclassification, recapitalization, transfer, merger, dissolution, liquidation or winding up is expected to become effective and (3) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, merger, dissolution, liquidation or winding up. Such notice shall be delivered at least ten (10) business days prior to the date specified in such notice on which such action is to be taken.

(b) All notices delivered under the terms of the Preferred Stock, for any purpose, to any holder of Preferred Stock will be sent by facsimile transmission, prepaid overnight courier or first class or registered mail, postage prepaid, to each record holder of Preferred Stock at such holder's address last shown on the records of the transfer agent for the Preferred Stock (or the records of the Corporation, if it serves as its own transfer agent).

FIFTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty by such director as a director, provided, however, a director shall be liable to the extent provided by applicable law (i) for a breach of the director's duty of loyalty to the Corporation or its stockholders, or (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) as provided in Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability of alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal of these provisions.

SIXTH: The number of directors shall be fixed by or in the manner provided in Article Four. Election of directors need not be by ballot unless the By-laws so provide. The Corporation may not amend its Bylaws without the approval of the holders of Preferred Stock, voting as a separate class.

SEVENTH: No holder of shares of capital stock of the Corporation shall have the preemptive right to purchase, subscribe for, or otherwise acquire any shares of capital stock of the Corporation, any securities convertible into stock, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

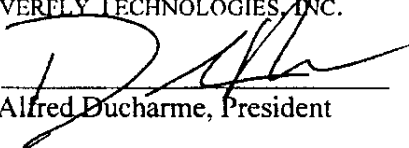
EIGHTH: The duration of the Corporation is perpetual.

NINTH: All cumulative voting rights are hereby denied, so that neither the Common Stock nor any Preferred Stock of the Corporation shall carry with it, nor any holder or owner of any share of such Stock have, the right to cumulative voting in the election of directors or for any other purpose.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by the Corporation this 1 day of May, 2015.

HOVERELY TECHNOLOGIES, INC.

By


Alfred Ducharme, President