

P12000000120

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend/Restated cert.  
Jm 9/3/13

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Hear bear, Inc.

DOCUMENT NUMBER: P12000000120

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Harry Ericson  
Name of Contact Person

Hear bear, Inc.  
Firm/ Company

400 Birchington Lane  
Address

Melbourne, FL 32940  
City/ State and Zip Code

hvericson@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Harry Ericson at ( 321 ) 622-8353  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 20, 2013

HARRY ERICSON  
HEAR GEAR INC  
400 BIRCHINGTON LANE  
MELBOURNE, FL 32940 US

SUBJECT: HEAR GEAR, INC.  
Ref. Number: P12000000120

We have received your document for HEAR GEAR, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 213A00019796

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**HEAR GEAR, INC.**

**FILED**  
**13 AUG 30 AM 10:31**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned, Eric L. Hensen, being an officer and director of the Hear Gear, Inc. (hereinafter the "Corporation"), a Florida corporation, does hereby certify:

**FIRST:** The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of Florida on January 3, 2012, document number P12000000120.

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and a majority of its shareholders on April 16, 2013. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I – NAME**

The name of this Corporation is Hear Gear, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The street address for the principal office of the Corporation is 400 Birchington Lane, Melbourne, FL 32849.

**ARTICLE III – Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE IV – Purpose**

The Corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- (a) Manufacturing, packaging, buying, selling, exporting, importing, experimenting with and designing, in all aspects, a portable audio related device and related equipment and accessories of any kind of character whatsoever.
- (b) Pursue its purpose and business in any and all locations, foreign or domestic.

- (c) Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- (d) Buy and sell real and personal property of any nature whatsoever.
- (e) Convey, sell, assign transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- (f) Import and export wares, goods and merchandise of any nature whatsoever.
- (g) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- (h) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interest of its own or of any other person, firm or corporation.
- (i) Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the Corporation for any acquisition by the Corporation and for any other lawful purpose.
- (j) Engage in the acquisition, ownership, sale, distribution and licensing of patents, copyrights, improvements and franchises, trademarks and trade names, and to operate thereunder.
- (k) Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the Corporation.
- (l) Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.
- (m) Guarantee performance by any other person and/or entity.

In general, this Corporation may, without restriction, perform any and all acts and functions permitted by law.

#### **ARTICLE V – Capital Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten million (10,000,000).

#### **ARTICLE VI – Directors and Officers**

The Directors of the Corporation are approved by a majority of the stockholders and Officers are approved by a majority of the Directors.

#### **Article VII - Indemnification**

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

- A. 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 Tenth, 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 Board of Directors.

- B. 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 Tenth or otherwise.
- C. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Tenth 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.
- D. 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 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 Board of Directors.

- E. 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 Board of Directors.
- F. Non-Exclusivity of Rights. The rights conferred on any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of shareholders or disinterested directors or otherwise.
- G. 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.
- H. Insurance. The 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; 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.
- I. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article 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 VIII -- Registered Office and Agent**

The street address of the registered office of this Corporation is 907 Strawbridge Avenue, Suite 103, Melbourne, FL 32901, and the name of the registered agent of this Corporation at that address is:

**Mark Mohler, Esquire**

ACCEPTANCE

I agree as Registered Agent to accept Service of Process, to keep my office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.



Mark Mohler, Esquire  
Registered/Resident Agent  
Corridor Legal  
907 Strawbridge Avenue, Suite 103  
Melbourne, FL 32901

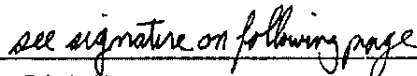
ARTICLE ~~VII~~<sup>IX</sup> - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

\* \* \*

These Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of this Corporation's Articles of Incorporation, have been duly adopted by the shareholders. The number of votes cast for these amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the corporation on this 22<sup>nd</sup> day of May, 2013.



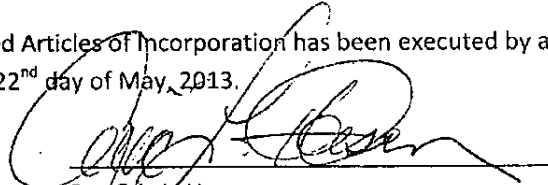
By: Eric L. Hensen  
Hear Gear, Inc.



\* \* \*

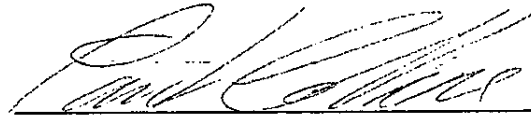
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IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the corporation on this 22<sup>nd</sup> day of May, 2013.

  
By: Eric L. Hensen  
Hear Gear, Inc.

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was sworn to and acknowledged before me this 22<sup>nd</sup> day of May, 2013, by Eric L. Hensen, who is personally known to me or produced a valid driver's license as identification and who did take an oath.

  
Notary Public  
State of Florida at Large  
My Commission Number: EE119389  
My Commission Expires: 08/07/2015

