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7/24/2018

Division of Corporations

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ENCEPHALODYNAMICS INC.

FILED
2018 JUL 24 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EncephaloDynamics Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "**Act**"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by the Board of the Directors of the Corporation on July 15, 2018 and approved by holders of a majority of issued and outstanding shares of Common Stock of the Corporation on July 15, 2018. Said vote was sufficient for approval.

2. The Articles of Incorporation of the Corporation originally filed March 19, 2012, are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is "**EncephaloDynamics Inc.**"

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes, which the Corporation is authorized to issue, is Five Million Five Hundred Thousand (5,500,000) shares, consisting of:

1. Five Million (5,000,000) shares of Class A Common Stock, \$0.001 par value per share ("**Class A Common Stock**"); and
2. Five Hundred Thousand (500,000) shares of Class B Non-Voting Common Stock, \$0.001 par value per share (the "**Class B Non-Voting Common Stock**"); and

The Class A Common Stock and Class B Common Stock are herein collectively referred to as the "**Common Stock**".

Contingent upon and effective upon the filing of this Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida (the "**Effective Time**"), and without further action on the part of the holders of Common Stock of the Corporation outstanding immediately prior to the Effective Time, each then outstanding share of the Corporation's Common Stock shall automatically be reclassified as one share of Class A Common Stock (the "**Reclassification**"). Any stock certificate that immediately prior to the Effective Time represented

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shares of Common Stock shall, from and after the Effective Time, be deemed to represent shares of Class A Common Stock, without the need for surrender or exchange thereof. All rights with respect to the Common Stock converted pursuant to the Reclassification, including the rights, if any, to receive notices and vote (other than as a holder of Class A Common Stock or Class B Common Stock), will terminate upon the effectiveness of the Reclassification.

Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article III.

A. COMMON STOCK AND NON-VOTING COMMON STOCK

1. General. The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of any preferred stock and any other class of the Corporation's capital stock or other equity securities that may hereafter be issued and outstanding having rights upon the occurrence of a liquidation, dissolution or winding up of the Corporation (a "*Liquidation*") senior to or *pari passu* with the rights of holders of Common Stock. Each share of Class B Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all respects other than voting.

2. Voting. Each holder of shares of Class A Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The Class B Common Stock shall not be entitled to vote on any matter or matters submitted to the shareholders (whether at a meeting or by written consent or otherwise), except as otherwise expressly set forth herein or required by applicable law.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding shares of preferred stock, and any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.

4. Liquidation. In the event of the liquidation, dissolution, or winding-up of the Corporation, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to the rights and preferences of any then

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outstanding shares of preferred stock and any other classes or series of the Corporation's capital stock that are issued and outstanding having rights upon the liquidation, dissolution, or winding-up of the Corporation senior to or *pari passu* with the rights of holders of Common Stock.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation is 4432 NW 23rd Avenue, Suite 1, Gainesville FL 32606 and the mailing address is the same.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

A. The corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

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ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or 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.

ARTICLE VIII. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

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I, James C. Sackellares, the President of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 15 day of July, 2018.



James C. Sackellares, President

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