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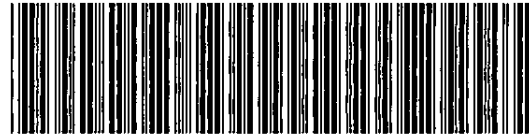
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2012 JUL 10 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUL 11 2012

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: WayOut Technologies Inc.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: William Raymond  
Name (Printed or typed)

2098 Glencove Court  
Address

Clearwater, FL 33764  
City, State & Zip

(727) 744-3107  
Daytime Telephone number

whraymonds@verizon.net  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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2012 JUL 10 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act, effective July 15 2012.

**ARTICLE I - NAME:**

The name of the corporation shall be: WayOut Technologies Inc.

**ARTICLE II - PRINCIPAL OFFICE:**

The principal place of business and mailing address of the Corporation is  
2098 Glencove Court, Clearwater, Florida 33764.

**ARTICLE III - PURPOSE:**

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 Act.

**ARTICLE IV - SHARES:**

The total authorized capital stock of this Corporation shall consist of 1,000,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation, each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

**ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS:**

The initial Directors are as follows:

William G. Raymond, CEO  
2098 Glencove Court,  
Clearwater Florida 33764

Johnathan D. Raymond, Director  
200 Greenridge Dr. #308  
Lake Oswego, OR 97035

Andrew B. Hollister, Director  
50 Kesling Drive  
Springboro OH 45066

Michael W. Raymond, Director  
2098 Glencove Court,  
Clearwater Florida 33764

Philip R. Barrett III, Director  
4570 68th Ave N  
Pinellas Park, FL 33781

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## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE VI - REGISTERED AGENT:**

The address of the registered office of the Corporation in the State of Florida is 2098 Glencove Court, Clearwater, Florida 33764. The name of its registered agent at that address is William G. Raymond.

### **ARTICLE VII - INCORPORATOR:**

William G. Raymond is the Incorporator for the Corporation at:  
2098 Glencove Court, Clearwater, Florida 33764.

### **ARTICLE VIII - BYLAWS:**

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders. The stockholders may amend the bylaws at anytime in accordance with the provisions therein.

#### **SECTION I - Offices**

**1.1 Registered Office and Registered Agent:** The registered office of the corporation shall be the same as listed on the articles of incorporation and at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

**1.2 Other Offices:** The Corporation may have other offices within or outside the State of incorporation at such place or places as the Board of Directors may from time to time determine.

#### **SECTION 2 - Shareholder's Meetings**

**2.1 Meeting Place:** All meetings of the shareholders shall be held at the registered office of the corporation, or at such place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

**2.2 Annual Meeting Time:** The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held each year on August 6, at the hour of 9:00, if not a legal holiday, and if a legal holiday, then on the day following, at the same hour, or January 31 of every year if no other meeting time is specifically appointed.

**2.3 Annual Meeting - Order of Business:** At the annual meeting of shareholders, the order of business shall be as follows:

- (i) *Calling of the meeting to order.*
- (ii) *Proof of notice of meeting (or filing of waiver).*
- (iii) *Reading of minutes of last annual meeting.*
- (iv) *Reports of officers.*
- (v) *Reports of committees.*
- (vi) *Election of directors.*
- (vii) *Miscellaneous business.*

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

- 2.4 Special Meetings:** *Special meetings of the shareholders may be called only by*
- (i) prior to the Final Conversion Date, at least 30% of the voting power of the Common Stock,
  - (ii) by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board;
  - (iii) the chairperson of the Board of Directors; or
  - (iv) the chief executive officer of the Corporation.
- 2.5 Notice:**
- (i) Notice of the time and place of an annual meeting of shareholders shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten days, and not more than fifty days, prior to the meeting, to each shareholder of record entitled to vote at such meeting.
  - (ii) At least ten days and not more than fifty days prior to the meeting, written or printed notice of each special meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed to each shareholder of record entitled to vote at such meeting.
- 2.6 Voting Record:** At least ten days before each meeting of shareholders, a complete record of the shareholders entitled to vote at such meeting, or any adjournment thereof, shall be made, arranged in alphabetical order, with the address of and number of shares held by each, which record shall be kept on file at the registered office of the corporation for a period of ten days prior to the meeting. The records shall be kept open at the time and place of such meeting for the inspection of any shareholder.
- 2.7 Quorum:** Except as otherwise required by law:
- (i) A quorum at any annual or special meeting of shareholders shall consist of shareholders representing, either in person or by proxy, a majority of the outstanding capital stock of the corporation, entitled to vote at such meeting.
  - (ii) The voters of a majority in interest of those present at any properly called meeting or adjourned meeting of shareholders at which a quorum as in this paragraph defined is present, shall be sufficient to transact business.
- 2.8 Closing of Transfer Books and Fixing Record Date:** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or entitled to receive payment of any dividend, the Board of Directors may provide that the stock transfer books shall be closed for a stated period not to exceed fifty days nor be less than ten days preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a record date for any such determination of shareholders, such date to be not more than fifty days, and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken.
- 2.9 Proxies:** A shareholder may vote either in person or by proxy executed in writing by the shareholder, or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.
- 2.10 Action by Shareholders Without a Meeting:** Any action required or which may be taken at a meeting of shareholders of the corporation, may be taken at a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the shareholders.

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**2.11 Waiver of Notice:** A waiver of notice required to be given any shareholder, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

### **SECTION 3 - Stock**

**3.1 Certificates:** Certificates of stock shall be issued in numerical order, and each shareholder shall be entitled to a certificate signed by the Chief Executive, or CFO, and the Secretary or Assistant Secretary, and may be sealed with the seal of the corporation or a facsimile thereof. The signatures of such officers may be facsimiles if the certificate is manually signed on behalf of the transfer agent, or registered by a registrar, other than the corporation itself or an employee of the corporation. If an officer who has signed or whose facsimile signature has been placed upon such certificate ceases to be an officer before the certificate is used, it may be issued by the corporation with the same effect as if the person were an officer on the date of issue.

**3.2 Transfer:** Transfers of stock shall be made only upon the stock transfer books of the corporation, kept at the registered office of the corporation or at its principal place of business, or at the office of its transfer agent or registrar; and before a new certificate is issued, the old certificate shall be surrendered for cancellation. The Board of Directors may, by resolution, open a share register in any state of the United States, and may employ an agent or agents to keep such register, and to record transfers or shares therein.

**3.3 Registered Owner:** Registered shareholders shall be treated by the corporation as the holders in fact of the stock standing in their respective names and the corporation shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided below or by the laws of the State of incorporation. The Board of Directors may adopt by resolution a procedure whereby a shareholder of the corporation may certify in writing to the corporation that all or a portion of the shares registered in the name of such shareholder are held for the account of a specified person or persons.

The resolution shall set forth:

- (i) The classification of shareholder who may certify;
- (ii) The purpose or purposes for which the certification may be made;
- (iii) The form of certification and information to be contained therein;
- (iv) If the certification is with respect to a record date or closing of the stock transfer books, the date within which the certification must be received by the corporation; and
- (v) Such other provisions with respect to the procedure as are deemed necessary or desirable.

Upon receipt by the corporation of a certification complying with the procedure, the persons specified in the certification shall be deemed, for the purpose or purposes set forth in the certification, to be the holders of record of the number of shares specified in place of the shareholder making the certification.

**3.4 Mutilated, Lost, or Destroyed Certificates:** In case of any mutilation, loss or destruction of any certificate of stock, another may be issued in its place on proof of such mutilation, loss or destruction. The Board of Directors may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the corporation in such sum as they might determine or establish such other procedures, as they deem necessary.

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

- 3.5 Fractional Shares or Scrip:** The Corporation may:
- (i) Issue fractions of a share, which shall entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation;
  - (ii) Arrange for the disposition of fractional interests by those entitled thereto;
  - (iii) Pay in cash the fair market value of fractions of a share as of the time when those entitled to receive such shares are determined; or
  - (iv) Issue script in registered or bearer form, which shall entitle the holder to receive a certificate for the full share upon surrender of such script aggregating a full share.

**3.6 Shares of Another Corporation:** Shares owned by the corporation in another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Board of Directors may determine or, in the absence of such determination, by the Chief Executive Officer of the Corporation.

### **SECTION 4 - Board of Directors**

**4.1 Numbers and Powers:** The management of all the affairs, property and interest of the corporation shall be vested in the Board of Directors, consisting of five persons who shall be elected for a term of one year, and shall hold office until their successors are elected and qualified. Directors need not be shareholders or residents of the State of incorporation. In addition to the powers and authorities granted by these Bylaws, and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

**4.2 Change of Number:** Subject to the rights of the holders of Stock to elect additional directors under specified circumstances, the total number of authorized directors constituting the Board (the "Whole Board") shall be fixed from time to time exclusively by the Board pursuant to a resolution adopted by a majority of the Whole Board, but no decrease shall have the effect of shortening the term of any incumbent director.

**4.3 Vacancies:** All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

**4.4 Removal of Directors:** At a meeting of shareholders called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed by a vote of the holders of a majority of shares then entitled to vote at an election of such shareholders.

**4.5 Regular Meetings:** Regular meetings of the Board of Directors or any committee may be held without notice at the registered office of the corporation or at such place or places, either within or without the State of Florida, as the Board of Directors or such committee, as the case may be, may from time to time designate. The annual meeting of the Board of Directors shall be held without notice immediately after the adjournment of the annual meeting of shareholders.

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**4.6 Special Meetings:** *Special meetings of the Board of Directors may be held at any place and at any time and may be called by the Chairman of the Board, the Chief Executive Officer, Chief Operations Officer, Secretary or Treasurer, or any two or more directors.*

**4.7 Notice of Meetings:** *Unless the Articles of Incorporation provide otherwise, any regular meeting of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Any special meeting of the Board of Directors may preceded by at least two days' notice of the date, time, and place of the meeting, but not of its purpose, unless the Articles of Incorporation of these Bylaws require otherwise. Notice may be given personally, by facsimile, by mail, or in any other manner allowed by law. Oral notification shall be sufficient only if a written record of such notice is included in the Corporation's minute book. Notice shall be deemed effective at the earliest of:*

- (i) receipt;*
- (ii) delivery to the proper address or telephone number of the directors as shown in the Corporation's records; or*
- (iii) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid.*

*Notice of any meeting of the Board of Directors may be waived by any director at any time, by a signed writing, delivered to the Corporation for inclusion in the minutes, either before or after the meeting. Attendance or participation by a director at a meeting unless the director promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the director does not thereafter vote for or assent to action taken at the meeting.*

**4.8 Quorum:** *A majority of the whole Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business.*

**4.9 Waiver of Notice:** *Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.*

**4.10 Registering Dissent:** *A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.*



## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**4.11 Executive and Other Committees:** Standing or special committees may be appointed from its own number by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. It shall have and exercise all of the authority of the Board of Directors, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending sale, lease or exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the equal and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending the Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**4.12 Remuneration:** Directors shall be entitled to such compensation for their services as may be approved by the Board of Directors, including, if so approved, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer, agent, employee, or otherwise and receiving compensation therefor.

**4.13 Loans:** the corporation shall make no loans to the directors, unless first approved by the holders of two-thirds of the voting shares. No loans shall be made by the corporation secured by its own shares.

**4.14 Action by Directors Without a Meeting:** Any action required or which may be taken without a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

**4.15 Action of Directors by Communications Equipment:** Any action required or which may be taken at a meeting of directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

**4.16 Meeting Organization:** At every meeting of the directors, the Chairperson of the Board of Directors, or, if a Chairperson has not been appointed or is absent, the Chief Executive Officer (if a director), or, if a Chief Executive Officer is absent, the President (if a director), or if the President is absent, the most senior Vice President (if a director), or, in the absence of any such person, a chairperson of the meeting chosen by a majority of the directors present, shall preside over the meeting. The Secretary, or in his absence, any Assistant Secretary or other officer, director or other person directed to do so by the chairperson, shall act as secretary of the meeting.

**4.17 Duties of Chairperson of the Board of Directors:** The Chairperson of the Board of Directors, when present, shall preside at all meetings of the Board of Directors. The Chairperson of the Board of Directors shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers, as the Board of Directors shall designate from time to time. The Chairperson shall be appointed by the Board of Directors and may be removed at any time by the Board of Directors.

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

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### **SECTION 5 - Officers**

**5.1 Officers Designated:** The officers of the corporation shall include, if and when designated by the Board of Directors, the Chief Executive Officer, the President, one or more Vice Presidents, the Secretary, the Chief Financial Officer, the Chief Technology Officer, The Chief Operations Officer, and the Treasurer. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and agents with such powers and duties as it shall deem necessary. The Board of Directors may assign such additional titles to one or more of the officers as it shall deem appropriate. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the corporation shall be fixed by or in the manner designated by the Board of Directors or committee thereof to which the Board of Directors has delegated such responsibility.

### **5.2 Tenure And Duties Of Officers.**

**(a) General:** All officers shall hold office at the pleasure of the Board of Directors and until their successors shall have been duly elected and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

**(b) Duties of Chief Executive Officer:** The Chief Executive Officer shall preside at all meetings of the stockholders and at all meetings of the Board of Directors (if a director), unless the Chairperson of the Board of Directors has been appointed, is present and has not appointed the Chief Executive Officer as chairperson. The Chief Executive Officer shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. To the extent that a Chief Executive Officer has been appointed and no President has been appointed, all references in these Bylaws to the President shall be deemed references to the Chief Executive Officer. The Chief Executive Officer shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers, as the Board of Directors shall designate from time to time.

**(c) Duties of President:** The President shall preside at all meetings of the stockholders and at all meetings of the Board of Directors (if a director), unless the Chairperson of the Board of Directors or the Chief Executive Officer has been appointed and is present. Unless another officer has been appointed Chief Executive Officer of the corporation, the President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The President shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers, as the Board of Directors (or the Chief Executive Officer, if the Chief Executive Officer and President are not the same person and the Board of Directors has delegated the designation of the President's duties to the Chief Executive Officer) shall designate from time to time.

**(d) Duties of Vice Presidents:** The Vice Presidents may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant (unless the duties of the President are being filled by the Chief Executive Officer). The Vice Presidents shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer, or, if the Chief Executive Officer has not been appointed, the President shall designate from time to time.

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

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**(e) Duties of Secretary:** The Secretary shall attend all meetings of the stockholders and of the Board of Directors and shall record all acts and proceedings thereof in the minute book of the corporation. The Secretary shall give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors and any committee thereof requiring notice. The Secretary shall perform all other duties provided for in these Bylaws and other duties commonly incident to the office and shall also perform such other duties and have such other powers, as the Board of Directors shall designate from time to time. The Chief Executive Officer, or if no Chief Executive Officer is then serving, the President, may direct any Assistant Secretary or other officer to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer, or if no Chief Executive Officer is then serving, the President shall designate from time to time.

**(f) Duties of Chief Financial Officer:** The Chief Financial Officer shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner and shall render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the Chief Executive Officer, or if no Chief Executive Officer is then serving, the President. The Chief Financial Officer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the corporation. The Chief Financial Officer shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer, or if no Chief Executive Officer is then serving, the President, shall designate from time to time. To the extent that a Chief Financial Officer has been appointed and no Treasurer has been appointed, all references in these Bylaws to the Treasurer shall be deemed references to the Chief Financial Officer. The President may direct the Treasurer, if any, or any Assistant Treasurer, or the controller or any assistant controller to assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer, and each Treasurer and Assistant Treasurer and each controller and assistant controller shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

**(g) Duties of Chief Technology Officer:** The Chief Technology Officer shall have responsibility for the general research and development activities of the corporation, for supervision of the corporation's research and development personnel, for new product development and product improvements, for overseeing the development and direction of the corporation's intellectual property development and such other responsibilities as may be given to the Chief Technology Officer by the Board of Directors, subject to: (i) the provisions of these Bylaws; (ii) the direction of the Board of Directors; and (iii) the supervisory powers of the Chief Executive Officer of the corporation.

**(h) Duties of Treasurer:** Unless another officer has been appointed Chief Financial Officer of the corporation, the Treasurer shall be the chief financial officer of the corporation and shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner and shall render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the Chief Executive Officer, or if no Chief Executive Officer is then serving, the President, and, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the corporation. The Treasurer shall perform other duties commonly incident to the office and shall also perform such

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other duties and have such other powers as the Board of Directors, the Chief Executive Officer, or if no Chief Executive Officer is then serving, the President, and the Chief Financial Officer (if not the Treasurer) shall designate from time to time.

**5.4 Other Officers:** Directors may appoint such other officers and agents as they shall deem necessary or expedient who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**5.5 Delegation Of Authority:** The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

**5.6 Resignations:** Any officer may resign at any time by giving notice in writing or by electronic transmission to the Board of Directors or to the Chief Executive Officer, or if no Chief Executive Officer is then serving, the President, or to the Secretary. Any such resignation shall be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation shall become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract with the resigning officer.

**5.7 Removal:** Any officer may be removed from office at any time, either with or without cause, by the affirmative vote of a majority of the directors in office at the time, or by the unanimous written consent of the directors in office at the time, or by any committee or by the Chief Executive Officer or by other superior officers upon whom such power of removal may have been conferred by the Board of Directors.

**5.8 Vacancies:** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

**5.9 Loans:** No loans shall be made by the corporation to any officer, unless first approved by the holders of two-thirds of the voting shares.

**5.10 Bonds:** The Board of Directors may, by resolution, require any and all of the officers to give bonds to the corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

**5.13 Salaries:** The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

### **SECTION 6 - Dividends and Finance**

**6.1 Dividends:** Dividends may be declared by the Board of Directors and paid by the corporation out of the unreserved and unrestricted earned surplus of the corporation, or out of the unreserved and unrestricted net earnings of the current fiscal year, or in treasury shares of the corporation, subject to the conditions and limitations imposed by the State of Florida. The stock transfer books may be closed for the payment of dividends during such periods of not exceeding fifty days, as from time to time may be fixed by the Board of Directors. The Board of Directors, however, without closing the books of the corporation, may declare dividends payable only to holders of record at the close of business, on any business day not more than fifty days prior to the date on which the dividend is paid.

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**6.2 Reserves:** Before making any distribution of earned surplus, there may be set aside out of the earned surplus of the corporation such sum or sums as the directors from time to time in their absolute discretion deem expedient dividends, or for maintaining any property of the corporation, or for any other purpose, and earned surplus of any year not set apart until otherwise disposed of by the Board of Directors.

**6.3 Depositories:** The moneys of the corporation shall be deposited in the name of the corporation in such bank or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

### **SECTION 7 - Notices**

Except as may otherwise be required by law, any notice to any shareholder or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his last known address in the records of the corporation, with postage thereon prepaid.

### **SECTION 8 - Seal**

The corporate seal of the corporation shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation. The procurement of a corporate seal shall be discretionary only, and is not required.

### **SECTION 9 - Books and Records**

The corporation shall keep correct and complete books and record of accounts and shall keep minutes of the proceedings of its shareholders and Board of Directors, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each. Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

### **SECTION 10 - Special Corporate Acts**

**10.1 Execution of Written Instruments:** Contracts, deeds, documents, and instruments shall be executed by the Chief Executive Officer alone unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.

**10.2 Signing of Checks or Notes:** Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

## **ARTICLES OF INCORPORATION WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**10.3 Indemnification of Directors and Officers:** The corporation shall indemnify any and all directors or officers or former directors or former officers or any person who may have served at its request as a director or officer of the corporation or of any other corporation in which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding brought or threatened in which they, or any of them, are or might be made parties, or a party, by reason of being or having been directors or officers or a director or an officer of the corporation, or of such other corporation. This indemnification shall not apply, however, to matter as to which such director or officer or former director or officer or person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which those indemnified may be entitled, under any law, bylaw, agreement, vote of shareholders, or otherwise.

### **SECTION 11 - Amendments**

**11.1 By Shareholders:** These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the voting stock issued and outstanding at any regular or special meeting of the shareholders.

**11.2 By Directors:** The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation. However any such alteration, amendment, or repeal of the Bylaws, may be changed or repealed by the holders of a majority of the stock entitled to vote at any shareholders meeting.

**11.3 Emergency Bylaws:** The Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the shareholders, which shall be operative during any emergency in the conduct of business of the corporation resulting from an attack on the United States or any major disaster.

### **ARTICLE IX - DISSOLUTION:**

Upon dissolution, the Board of Directors shall distribute assets in accordance to the Florida Statute. Further provisions regarding distribution upon dissolution shall be stated in the Corporation's bylaws.


### **ARTICLE X - INDEMNIFICATION:**

The corporation does indemnify any directors, officers, employees, incorporators, and shareholders of the corporation from any liability regarding the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under Florida corporate statute.

**ARTICLES OF INCORPORATION  
WAYOUT TECHNOLOGIES**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Required Signature/Registered Agent

July 1 2012  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the department of State constitutes a third degree felony as provided for in s.817.155,F.S.*



Required Signature/Incorporator

July 1 2012  
Date

**FILED**  
2012 JUL 10 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA