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OMNICOMMANDER, INC.**

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Amended & Restated

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ALL AMENDMENTS REQUIRED

**FIRST AMENDED & RESTATED
ARTICLES OF INCORPORATION**

OF

OMNICOMMANDER, INC.

The undersigned, being the President of Omnicommander, Inc., a Florida business corporation (the "Corporation"), does hereby certify and attest as follows:

- (a) The Corporation was incorporated on January 13, 2017 pursuant to articles of incorporation filed that day;
- (b) The original articles of incorporation were amended on March 27, 2017; and
- (c) The Corporation's Board of Directors and shareholders, acting by unanimous consent, have on October 21, 2017 approved these First Amended & Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation amend the original Articles of Incorporation filed January 13, 2017 and amended March 27, 2017. The number of votes of the shareholders cast in favor of these Amended and Restated Articles of Incorporation was sufficient for the approval thereof.

The text of the Articles of Incorporation, as amended, is deleted in its entirety, and the following is substituted in place thereof:

Article I
Name of the Corporation

The name of the Corporation is:

OMNICOMMANDER, INC.

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ARTICLE II**Stock**

The aggregate number of shares of stock of all classes which the Corporation has authority to issue is Ten Million (10,000,000) shares, which are divided into two classes of five Million (5,000,000) shares of Class A (voting) Common Stock and five Million (5,000,000) shares of Class B (non-voting) Common Stock. Each share of Class A Common Stock shall have a par value of \$0.0001 per share. Each share of Class B Common Stock shall have a par value of \$0.0001 per share. At all meetings of the shareholders or written actions in lieu of a meeting, the holders of the Class A Shares will be entitled to one vote for each Class A Share. Except, as otherwise required by the Florida Business Corporation Act (the "Act"), Class B shares have no voting rights.

In the declaration of any dividend or distributing, operating or liquidating, the Board of Directors may (i) declare a dividend or distribution to the Class A Shares without any dividend or distribution to the Class B Shares, (ii) declare a dividend or distribution to the Class B Shares without any dividend or distribution to the Class A Shares, (iii) declare in different amounts dividends or distributions to the Class A shares and Class B Shares.

ARTICLE III**Registered Agent**

The name of the registered agent and street address of the registered office of the Corporation are:

Eric Isham
495 Grand Blvd., Suite 206
Miramar Beach, Florida 32455

ARTICLE IV
Principal Office

The mailing address of the principal office of the Corporation is:

495 Grand Blvd., Suite 206
Miramar Beach, Florida 32455

ARTICLE V
Purpose & Powers

The purpose of the corporation is to provide web hosting, web development and similar services, including social media marketing, to the credit union and financial services industry, and to in furtherance thereof undertake all actions legally permitted a corporation organized under the Act.

The Corporation has all the powers conferred upon a corporation organized under the provisions of the Act and has all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation. Without limitation to the foregoing, the Corporation may exercise all of the powers afforded it under the Act, including but not limited to:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(5) To lend money to, and use its credit to assist, its officers and employees in accordance with section 607.0833 of the Act;

(6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to

the conduct, promotion, or attainment of the business of the contracting corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(13) To transact any lawful business that will aid governmental policy;

(14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and

agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE VI **Director Liability**

A director shall not be liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his duties as a director unless such act or omission (1) is one in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (2) is not in good faith, involves intentional misconduct, or is known to the director to be a violation of law; (3) is a vote for or assent to a distribution made in violation of these Articles of Incorporation which renders the Corporation unable to pay its debts as they become due in the usual course of business, or which results in the Corporation's total liabilities exceeding its total assets; or (4) is a transaction from which the director derived an improper personal benefit.

ARTICLE VII **No Preemptive Rights**

The shareholders of the Corporation shall not have preemptive rights.

ARTICLE VIII
Voting for Directors

Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election of directors.

ARTICLE IX
Special Meetings of the Shareholders

Special meetings of the shareholders may be called by the holders of at least fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

ARTICLE X
Limited Liability of Shareholders

The private property of the shareholders shall not be subject to the payment of the debts of the Corporation.

ARTICLE XI
Indemnification

(1) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or 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, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such

amendment permits the Corporation to provide broader indemnification rights than said Statutes permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith.

(2) Provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

(3) The rights set forth in paragraphs (1) and (2) above shall be contract rights and include the right to be paid expenses incurred in defending any such proceedings in advance of final disposition, provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) shall be made only upon determination:

(a) by majority vote of a quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding; or

(b) if a quorum cannot thereby be obtained, by majority vote of a committee duly designated by the board of directors, consisting solely of two (2) or more directors who are not, at the time, parties to the proceeding; or

(c) by special legal counsel selected by quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding, or if such quorum of the Board of Directors cannot be obtained, then by majority vote of the full board of directors; or

(d) by the vote of shares not owned or voted under the control of directors who are at the time parties to the proceeding that such person:

- (i) conducted himself in good faith; and
- (ii) reasonably believed.

(A) in the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation's best interests; or

(B) in all other cases that his conduct was at least not opposed to the best interests of the Corporation; provided, however, that in the case of any criminal proceeding, the officer or director must show that he had no reasonable cause to believe such conduct was unlawful.

(4) Any payment of expenses authorized under paragraphs (1-3) above, shall be made in advance of the final disposition of such proceeding as defined above, upon

(a) such person's provision to the Corporation of a written affirmation of his good faith belief that he has met the standard of conduct described in paragraph (3) above; and

(b) such person's provision to the Corporation of a written undertaking, executed personally or on his behalf, unsecured, to repay the advance if it is ultimately determined that he did not meet the standard of conduct described in paragraph (3) above; and

(c) the board of directors, sitting as a whole, determines upon the facts then known that such facts would not preclude indemnification of such person pursuant to the Act.

(5) Notwithstanding the provisions of paragraphs (1-4) above, the Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party because of his present or past

officer's or director's duties to the Corporation, against reasonable expenses incurred by him/her in connection with the proceeding. Further, in the event that a claim under paragraphs 4(a-e) hereinabove is not paid in full by the Corporation within 45 days after a written claim has been received by the Corporation, the claimant may apply to the court conducting or which did conduct the proceeding, or to any other court of competent jurisdiction, for indemnification pursuant to the terms and conditions of the Act.

(6) The rights conferred on any person by paragraphs (1-5) of this Article XII shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(7) The Corporation may purchase and maintain insurance on behalf of an individual who is or was an officer or director of the Corporation, or who, while an officer or director of the Corporation, is or was serving at the request of the Corporation as an officer, director, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as an officer or director of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Act.

ARTICLE XII

Shareholder Inspection Rights

The right of a shareholder to inspect the books and records of the Corporation shall be limited to those rights expressly provided in the Act, and no shareholder shall have additional inspection rights under the common law. An action brought by a shareholder seeking the

inspection of the books and records of the Corporation may be brought only in the county in which the Corporation maintains its registered office in the State of Florida.

ARTICLE XIII
Derivative Actions

A derivative action brought by a shareholder may be filed only in the county in which the Corporation maintains its registered office in the State of Florida.

ARTICLE XIV
Judicial Dissolution

An action brought by a shareholder or a creditor seeking the judicial dissolution of the Corporation may be filed only in the county in which the Corporation maintains its principal office address in the State of Florida.

ARTICLE XV
Business Opportunities

To the maximum extent permitted from time to time under the law of the State of Florida, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, unless such business opportunity is presented to, or acquired, created or developed by, or otherwise comes into the possession of, such person expressly and solely in such person's capacity as an officer or director of the Corporation. No amendment or repeal of this Article XVI shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director, or stockholder becomes aware prior to such amendment or repeal.

ARTICLE XVI
Effective Time and Date

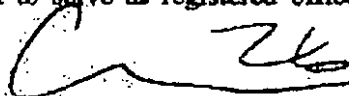
These Articles of Incorporation are effective when they are filed with by the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned hereby executes these First Amended and Restated Articles of Incorporation and acknowledges this to be his act and deed as of October Oct 21, 2017.

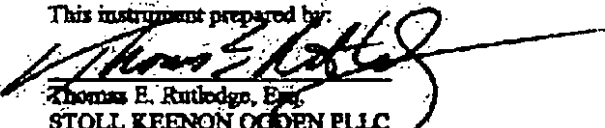

Eric Isham, President

**Consent of Agent to Serve as
Registered Agent for Service of Process**

I, Eric Isham having a principal place of business at 495 Grand Blvd., Suite 206, Miramar Beach, Florida 32455, hereby agree and consent to serve as registered office and agent for service of process of Omnicommander, Inc.


Eric Isham

This instrument prepared by:


Thomas E. Rutledge, Esq.
STOLL KEENON OGDEN PLLC
2000 PNC Plaza
500 West Jefferson
Louisville, Kentucky 40202
(502) 333-6000