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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
KIN TECHNOLOGIES, INC.**

Certificate of Status	0
Certified Copy	1
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**'JUN 18 2021  
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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KIN  
TECHNOLOGIES, INC.


Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of Kin Technologies Inc., a Florida corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is Kin Technologies, Inc.
2. The Articles of Incorporation, as amended and restated, are attached hereto as Exhibit A (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval.
4. The shareholders of the Corporation adopted the Amended and Restated Articles by written consent of the shareholders of the Corporation on June 17, 2021. The number of votes cast for the Amended and Restated Articles were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement.

Kin Technologies, Inc.

By:

  
\_\_\_\_\_  
Carolyn Eagen, President

Date: June 17, 2021

FILED  
2021 JUN 17 AM 8:35  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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## EXHIBIT A

### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KIN TECHNOLOGIES, INC.

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these articles of incorporation ("Articles").

#### ARTICLE I – NAME

The name of the corporation is Kin Technologies, Inc. (the "Corporation").

#### ARTICLE II –PRINCIPAL OFFICE; ADDRESS

The principal office of the Corporation is 18302 Pleasant Ridge Place, Tampa, FL. 33548, and the mailing address of the Corporation is 18302 Pleasant Ridge Place, Tampa, FL. 33548. The principal office and address of the Corporation may be changed from time to time by action of the board of directors of the Corporation (the "Board") or by an action approved by the majority of the stockholders of the Corporation that are entitled to vote.

#### ARTICLE III – PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

#### ARTICLE IV – STOCK

1. Total Capital Stock. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 25,000,000 shares of common stock (the "Common Stock"), par value \$0.0001 per share.

2. Common Stock Rights and Limitations.

(a) Rank. Except as stated herein or as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

(b) Voting. Except stated herein or as otherwise required by applicable law, holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the holders of Common Stock.

(c) Dividends. Dividends or other distributions in cash, securities or other property of the Corporation may be declared and paid or set apart for payment upon the Common Stock by the Board, or by an action approved by the majority of the stockholders of the Corporation

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that are entitled to vote, from time to time out of any assets or funds of the Corporation legally available for the payment of dividends, and all holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis.

(d) Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed to the holders of Common Stock. A consolidation or merger of the Corporation with or into another corporation or corporations or a sale, whether for cash, shares of stock, securities or properties, or any combination thereof shall not be deemed a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph unless the majority of the holders of Common Stock make such election.

(e) Reacquired Common Stock. Shares of Common Stock which are issued and thereafter acquired by the Corporation through purchase, redemption, exchange, conversion or otherwise return to the status of authorized but unissued Common Stock, undesignated as to series, unless otherwise provided in the resolution or resolutions of the Board.

(f) Restriction. All of the shares of stock of this Corporation may be subject to a stockholders agreement containing numerous restrictions on the rights of the stockholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the stockholders agreement, if any, is on file at the principal office of the Corporation.

(g) Ownership. The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

(h) No Preemptive Rights. The stockholders do not have any preemptive rights, as the Corporation hereby elects that preemptive rights for stockholders shall not be established and that the provisions of Section 607.0630(2) of the FBCA shall not apply.

#### ARTICLE V – BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of its Board, and the directors need not be elected by written ballot unless required by the bylaws of the Corporation (each, a “Bylaw,” and collectively, the “Bylaws”). In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the stockholders; provided that any Bylaw adopted or amended by the Board, and any powers thereby conferred, may be amended, altered or repealed by an action approved by the majority of the stockholders of the Corporation that are entitled to vote.

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## ARTICLE VI – LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

1. Limitation of Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal of this paragraph 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.

2. Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered 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 he or she, or a person for whom he or she 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, 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 Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board. Any amendment, repeal or modification of this paragraph 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.

3. Insurance. By action of its Board, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board deems appropriate, to protect any director, officer, employee or agent of the Corporation, any director, officer, employee or agent of a subsidiary of the Corporation, and any person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) against any liability asserted against such person or incurred by such person in any such capacity or arising out of the person’s status as such (including, without limitation, expenses, judgments, fines and amounts paid in settlement) to the fullest extent permitted by the FBCA as it exists on the date hereof or as it may hereafter be amended, and whether or not the Corporation would have the power or would be required to indemnify any such person under the terms of any agreement or Bylaw or the FBCA.

## ARTICLE VII – AMENDMENTS

The Corporation shall have the right, subject to any express provisions or restrictions contained in these Articles or the Bylaws, from time to time, to amend, alter or repeal any provision of the Articles in any manner now or hereafter provided by law, and all rights and powers of any

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kind conferred upon a director or stockholder of the Corporation by the Articles or any amendment thereof are conferred subject to such right.

#### ARTICLE VIII – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 911 Chestnut Street, Clearwater, Florida 33756, and the name of its initial registered agent is Chestnut Business Services, LLC. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0113, Florida Statutes.

#### ARTICLE IX – NO ANTI-TAKEOVER LAW GOVERNANCE

The Corporation hereby elects that the following provisions of the FBCA shall not apply to the Corporation: Section 607.0901, or any laws related thereto, governing affiliated transactions; and Section 607.0902, or any laws related thereto, governing control-share acquisitions.

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as registered agent for Kin Technologies, Inc. at the registered office designated in the articles of incorporation hereby agrees to act in that capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of and obligations under the laws of the State of Florida. The undersigned is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 17<sup>th</sup> day of JUNE, 2021.

CHESTNUT BUSINESS SERVICES, LLC.  
a Florida limited liability company

By: 

NAME: William Kalish

TITLE: VP

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