

4/9/2021

Division of Corporations

H21000142807

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To:

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
HWEAR CORP.**

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ARTICLES OF INCORPORATION  
OF  
HWEAR CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME AND PURPOSE

The name of this Corporation shall be: HWear Corp.

The purpose for which the Corporation is organized is any and all lawful business which corporations may be incorporated under the Florida Business Corporation Act, as it now exists or may hereafter be amended or supplemented ("FBCA").

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 401 East Las Olas Blvd., Suite 1400, Ft. Lauderdale, Florida 33301.

ARTICLE III  
CAPITAL STOCK

The total number of shares that the Corporation is authorized to issue shall be 210,000,000 shares as follows:

(a) 200,000,000 shares of common stock, par value \$0.000001 per share ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one vote per share on all matters on which such holders are entitled to vote. Shares of Common Stock shall not be voted cumulatively. Holders of shares of Common Stock shall not have, as a matter of right, any preemptive or preferential right to subscribe for, purchase, receive or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes or any other securities of the Corporation, whether or not convertible into shares of stock of the Corporation; and

(b) 10,000,000 shares of blank check preferred stock. The preferred stock may be created and issued from time to time in one or more series and with such designations, rights, preferences, privileges, qualifications, limitations and restrictions as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given.

In accordance with Section 607.10025(7) of the FBCA, upon the effectiveness of a combination, as such term is defined in Section 607.10025(1) of such Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

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#### ARTICLE IV DIRECTORS

(a) Number of Directors. The number of directors of the Corporation shall be the number from time to time fixed by the shareholders or by the directors, in accordance with the provisions of the Corporation's bylaws, but shall never be less than one.

(b) Vacancies. Any vacancies in the Board of Directors resulting from death, resignation, retirement, removal from office, the creation of a new directorship by an increase in the authorized number of directors, or otherwise may be filled by an affirmative vote of the majority of the directors then in office, even if such majority constitutes less than a quorum of the entire Board of Directors. Directors so chosen to fill any vacancy shall hold office for a term expiring at the Corporation's next annual meeting of shareholders.

#### ARTICLE V BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE VI SPECIAL MEETING OF SHAREHOLDERS

The shareholders of the Corporation may not call a special meeting of the shareholders unless 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 sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other 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, and whether formal or informal (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, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person in connection with a Proceeding. Any amendment, repeal, or modification of this Article VII 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.

#### ARTICLE VIII FORUM SELECTION

Unless the Corporation consents in writing to the selection of an alternative forum (an "Alternative Forum Consent"), the state and federal courts in and for Miami-Dade County,

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Florida, Broward County, Florida and/or Palm Beach County, Florida will be the exclusive forums for (a) any action and/or proceeding asserting an "internal corporate claim" as such term is defined in Section 607.0208 of the FBCA; provided, however, that in the event that the state and federal courts in and for Miami-Dade County, Florida, Broward County, Florida, and/or Palm Beach County, Florida lack personal or subject matter jurisdiction over any such action proceeding, the sole and exclusive forum for such action will be another state or federal court located within the State of Florida, in each such case, unless such state or federal court, as applicable, has dismissed a prior action by the same plaintiff asserting the same claims because such court lacked personal jurisdiction over an indispensable party named therein. If any action, the subject matter of which is within the scope of this Article VIII, is filed in a court other than the state and federal courts in and for Miami-Dade County, Florida, Broward County, Florida, and/or Palm Beach County, Florida (or any other state or federal court located within the State of Florida in accordance with this Article VIII, as applicable) (a "Foreign Action") by or in the name of any shareholder of the Corporation, such shareholder will be deemed to have consented to (i) the personal jurisdiction of the state and federal courts in and for Miami-Dade County, Florida, Broward County, Florida and/or Palm Beach County, Florida (or such other state or federal court located within the State of Florida in accordance with this Article VIII, as applicable) in connection with any action brought in any such court to enforce this Article VIII; and (b) having service of process made upon such shareholder in any such action by service upon such shareholder's counsel in the Foreign Action as agent for such shareholder. The existence of any prior Alternative Forum Consent will not act as a waiver of the Corporation's ongoing consent right as set forth above in this Article VIII with respect to any current or future actions or claims. Any person purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation will be deemed to have notice of and have consented to the provisions of this Article VIII. Failure to enforce the foregoing provisions would cause the Corporation irreparable harm and the Corporation will be entitled to equitable relief, including, without limitation, injunctive relief and specific performance, to enforce the foregoing provisions.

ARTICLE IX  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kain & Valinsky, P.A.  
2385 NW Executive Center Drive, Suite 100  
Boca Raton, FL 33431  
Attention: Jay Valinsky, Esq.

ARTICLE X  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Jay Valinsky  
2385 NW Executive Center Drive, Suite 100  
Boca Raton, FL 33431

FILED  
2021 APR 12 AM 11:32  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

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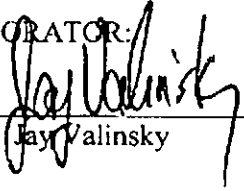
ARTICLE XI  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the FBCA relating to affiliated transactions.

ARTICLE XII  
CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the FBCA relating to control share acquisitions.

INCORPORATOR:

  
\_\_\_\_\_  
Jay Valinsky

THE UNDERSIGNED, named as the registered agent in Article IX of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the FBCA, including specifically Section 607.0505.

REGISTERED AGENT:

Kain &amp; Valinsky P.A.

By: \_\_\_\_\_  
Jay Valinsky

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2021 APR 12 AM 11:32  
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