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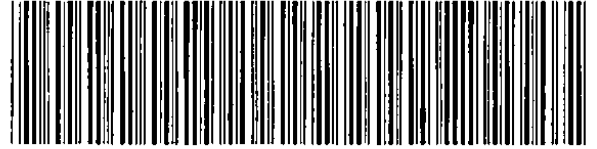
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# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 01/26/2023

Acc#I20160000072

*en: c Dll*

Name:	Spectre Primer Technologies Inc.
Document #:	
Order #:	14744984

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>	Email Address for Annual Report N <div></div>
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Amount: \$ 43.75

Thank you!

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SECRET  
TALLAHASSEE, FL

SPECTRE PRIMER TECHNOLOGIES INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

(Pursuant to Section 607.1007 of the Florida Business Corporation Act)

**SPECTRE PRIMER TECHNOLOGIES INC.**, a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), specifically the Florida Business Corporation Act (the "General Corporation Law"), does hereby certify as follows.

1. The name of the Corporation is Spectre Primer Technologies Inc. and the Corporation was originally incorporated pursuant to the General Corporation Law on June 24, 2021, under the name Spectre Primer Technologies Inc.

2. The board of directors of the Corporation (the "Board") duly adopted resolutions proposing to amend and restate the Articles of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor, which resolution setting forth the proposed amendment and restatement is as follows.

RESOLVED, that the Articles of Incorporation of the Corporation be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and incorporated herein by this reference.

3. Exhibit A referred to above is attached hereto as Exhibit A and is hereby incorporated herein by this reference. These Amended and Restated Articles of Incorporation (these "Articles") were approved by the holders of the requisite number of shares of the Corporation in accordance with sections 607.0821 and 607.0704 of the General Corporation Law.

4. These Articles, which restate and integrate and amend the provisions of the Corporation's Articles of Incorporation, have been duly adopted in accordance with the General Corporation Law.

[Signature page follows]

**IN WITNESS WHEREOF**, these Articles have been executed by a duly authorized officer of Spectre Primer Technologies Inc. on this 26<sup>th</sup> day of January, 2023.

By: Charles Mohler  
Name: Charles Mohler  
Title: President

## SPECTRE PRIMER TECHNOLOGIES INC.

SECRET  
TALLAHASSEE, FL

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

**FIRST:** The name of the Corporation is Spectre Primer Technologies Inc.

**SECOND:** The principal place of business and mailing address of the Corporation is 2475 Palm Bay Road, Palm Bay, Florida 32905.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 100,000 shares of Class A Common Stock, \$0.001 par value per share ("Class A Common Stock"); (ii) 25,000 shares of Class B Common Stock, \$0.001 par value per share ("Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), and (iii) 25,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock"). All of the shares of common stock of the Corporation that were outstanding immediately prior to the effective date of this Amended and Restated Articles of Incorporation (this "Restated Articles"), were converted into 40,000 shares of Class A Common Stock effective as of the date of filing these Articles.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

**A. COMMON STOCK**

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein. The holders of the Class A Common Stock have voting rights as set forth in Section 2 below, and the Class B Common Stock are non-voting shares. Except for the differences with respect to voting rights set forth in Section 2 below, the shares of Class A Common Stock and Class B Common Stock shall be identical in all respects.

2. Voting of Class A Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of shareholders (and written actions in lieu of meetings) on all matters that the shareholders of the Corporation are required or permitted to vote under the General Corporation Law and these Articles. There shall be no cumulative voting. Subject to any vote of (i) a Supermajority (as defined in Article Fifth) and (ii) the holders of one or more series of Preferred Stock that may be required by the terms of these Articles, these Articles may be amended or modified, and the number of authorized shares of any class of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of Class A Common Stock of the Corporation, voting together as a single class, representing at least a majority of all outstanding shares of Class A Common Stock of the Corporation (the "Common Stock Majority Vote"). The

Common Stock Majority Vote shall be sufficient (whether cast at a meeting of the shareholders of the Corporation or evidenced through a written consent without a meeting), to approve and ratify any and all matters that require or permit the shareholders of the Corporation to approve or vote on under these Articles and/or the General Corporation Law; subject in all cases to any general or additional consent rights granted to the Board or holders of Preferred Stock of the Corporation under these Articles, the bylaws of the Corporation, dated of even date herewith, as amended (the "Bylaws"), the Shareholders' Agreement of the Corporation, dated of even date herewith, as amended, or non-negotiable or non-waivable provisions of the General Corporation Law that may require specific approvals or certain classes of stock of the Corporation to vote separately.

3. Voting of Class B Common Stock. Shares of Class B Common Stock shall have no voting rights. Instead, such shares shall be reserved for issuance only if certain stock options of the Corporation are issued and exercised under any stock option or equity incentive plan of the Corporation as the Board, in its discretion, may approve.

4. Dividends and Distributions on Common Stock. Dividends may be declared and paid to the holders of Common Stock at such times and in such amounts as shall be determined by the Board, at its discretion, if any. All distributions of the Corporation to the holders of Common Stock, whether made in the ordinary course of business (subject to the discretion of the Board) or upon a Deemed Liquidation Event (as defined below), shall be made pro rata in proportion to the shareholders' respective percentage ownership of the Corporation's issued and outstanding capital stock. Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of at least a majority of the outstanding shares of Common Stock elect otherwise by written notice sent to the Corporation at least one (1) day prior to the effective date of any such event:

4.1 a merger or consolidation in which the Corporation is a constituent party or a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, directly or indirectly, immediately following such merger or consolidation, at least a majority, by voting power, of the equity securities of (1) the surviving or resulting entity; or (2) if the surviving or resulting entity is a wholly owned subsidiary of another entity immediately following such merger or consolidation, the parent entity of such surviving or resulting entity; or

4.2 the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

## **B. PREFERRED STOCK**

The Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "sections" or

"subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. General. The shares of Preferred Stock may be issued from time to time by the Board in one or more series with such designations, relative rights, preferences, limitations, dividend rates, redemption process, liquidation prices, conversion rights, sinking or purchase fund rights, and other provisions as the Board may establish, fix and determine.

2. Voting. The holders of shares of Preferred Stock shall have such voting rights and preferences on each matter submitted to the holders of shares of Preferred Stock as the Board prescribes upon the issuance of such shares or series of Preferred Stock.

3. Redeemed or Otherwise Acquired Shares. Any shares of Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Preferred Stock following redemption.

4. Waiver. Any of the rights, powers, preferences, privileges and other terms of each series of Preferred Stock set forth herein may be waived on behalf of all holders of such series of Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of such series of Preferred Stock then outstanding.

5. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

**FIFTH:** The Board shall direct and oversee the management of the Corporation in accordance with these Articles and the Bylaws. The Board shall initially consist of five (5) members, and, thereafter, unless otherwise required by law or these Articles, shall be fixed from time to time by resolution of at least eighty percent (80%) of the number of authorized directors, whether or not there exist any vacancies in previously authorized directorships (a "Supermajority").

#### **A. ELECTION OF DIRECTORS**

The total number of directors of the Corporation shall be determined in accordance with the Bylaws, but in no event shall be less than five (5) who shall be elected as follows, for as long as the BRRT Shareholder owns (or, pursuant to certain agreements, controls the voting power of) at least thirty percent (30%) of the issued and outstanding shares of Class A Common Stock of the Corporation: (a) Spectre Materials Sciences, Inc., a Florida corporation (the "Spectre Shareholder"), will be entitled to elect two (2) directors of the Corporation and (b) The BRRT Group, LLC, a Florida limited liability company (the "BRRT Shareholder"), will be entitled to elect three (3) directors of the Corporation. If the BRRT Shareholder owns (or, pursuant to certain agreements, controls the voting power of) at least thirty percent (30%) of the issued and outstanding shares of Class A Common Stock of the Corporation then the Board members shall be as follows: Charles Mohler and Timothy Mohler, (as elected by the Spectre Shareholder) and

Randall May, Timothy O. Maey, and Richard Hensel (as elected by the BRRT Shareholder). If the BRRT Shareholder owns (or, pursuant to certain agreements, controls the voting power of) at least twenty percent (20%) but less than thirty percent (30%) of the issued and outstanding Class A Common Stock of the Corporation, then the BRRT Shareholder will be entitled to elect two (2) directors of the Corporation and the Spectre Shareholder will be entitled to elect three (3) directors of the Corporation. If the BRRT Shareholder owns (or, pursuant to certain agreements, controls the voting power of) at least ten percent (10%) but less than twenty percent (20%) of the issued and outstanding Class A Common Stock of the Corporation, then the BRRT Shareholder will be entitled to elect one (1) director of the Corporation and the Spectre Shareholder will be entitled to elect four (4) directors of the Corporation. The Spectre Shareholder will be entitled to elect all of the directors of the Corporation if the BRRT Shareholder fails to own (or, pursuant to certain agreements, controls the voting power of) at least ten percent (10%) of the issued and outstanding Class A Common Stock of the Corporation. Any director elected by the Spectre Shareholder may be removed by, and only by, a written consent of the Spectre Shareholder. Any director elected by the BRRT Shareholder may be removed by, and only by, a written consent of the BRRT Shareholder. Notwithstanding the foregoing, if at any time the BRRT Shareholder has appointed more directors than permitted under these Articles because the BRRT Shareholder fails to hold (or fails to control the voting power of) the required percentage of the issued and outstanding Class A Common Stock of the Corporation necessary to elect all of the directors that the BRRT Shareholder has appointed, then the BRRT Shareholder shall immediately designate which director(s) it desires to remove and the Spectre Shareholder shall replace such director(s) by, and only by, a written consent of the Spectre Shareholder. If the Spectre Shareholder or the BRRT Shareholder, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first sentence of this Article Fifth, then any directorship not so filled shall remain vacant until such time as the Spectre Shareholder or the BRRT Shareholder, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by shareholders of the Corporation other than by the shareholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Article Fifth, a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series.

#### **B. QUORUM; ACTIONS REQUIRING A SUPERMAJORITY**

At all meetings of the Board, a Supermajority will constitute a quorum for the transaction of business. Except as otherwise provide below, or required by law, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Notwithstanding anything herein to the contrary, as long as the BRRT Shareholder owns (or, pursuant to certain agreements, controls the voting power of) at least thirty percent (30%) of the issued and outstanding shares of Class A Common Stock of the Corporation, the Corporation, without the affirmative vote of a Supermajority of the Board, shall not approve or enter into any commitment to:

(a) Amend, modify, or waive any provisions of the Articles of Incorporation, the Bylaws, the Shareholders' Agreement, the Subscription Agreement between the Corporation and



the BRRT Shareholder dated of even date herewith (the "BRRT Subscription Agreement") and/or the IP License Agreement (or any other agreement related to the intellectual property used by the Corporation), the Guarantee Addendum made a part of the BRRT Subscription Agreement or any of the other exhibits of the BRRT Subscription Agreement:

(b) Issue any shares or securities of the Corporation that are not otherwise contemplated by the BRRT Subscription Agreement and the associated offering contemplated thereunder (even though they may be shares or classes of stock authorized by these Amended and Restated Articles of Incorporation), conduct any new capital raises in the future, or create or authorize the creation of or issue any other shares of capital stock or security convertible into or exercisable for any equity security of the Corporation:

(c) Increase the authorized number of shares of any class of capital stock of the Corporation:

(d) Declare or pay any dividend or purchase or redeem any shares of capital stock of the Corporation, other than shares repurchased from former employees or consultants in connection with the cessation of their employment or service as a manager, director, or officer of the Corporation:

(e) Create or authorize the creation of any debt security, create any lien or security interest or otherwise incur indebtedness for borrowed money if the aggregate indebtedness of the Corporation would exceed two hundred fifty thousand dollars (\$250,000):

(f) Create or hold a capital interest in any subsidiary that is not a wholly-owned subsidiary of the Corporation or dispose of any interest in any subsidiary or all or substantially all of the assets of any such subsidiary:

(g) Increase or decrease the size of the Board or change the number of votes entitled to be cast by any director or directors on any matter:

(h) Liquidate, dissolve or wind up the affairs of the Corporation, consummate a Deemed Liquidation Event or otherwise enter into or effect any transaction or series of related transactions involving the purchase, lease, license, exchange, or other acquisition or disposition (including by merger, consolidation, acquisition of stock, or acquisition of assets) by the Corporation of any assets or equity interests of any person or entity that owns securities of the Corporation, other than in the ordinary course of business consistent with past practice:

(i) Remove, terminate, or materially alter the compensation, duties, responsibilities, or titles of Timothy Mohler, Charles Mohler or Daniel Yates or make any changes to the services they provide to the Corporation (or to the terms under which they provide such services to the Corporation) as of the date hereof:

(j) Appoint, remove, terminate, or elect in any fashion any executive officer of the Corporation, including the Chief Executive Officer, the President, the Chief Financial Officer, the Treasurer, the Secretary, or any Vice President of a division or function of the Corporation, or any person performing similar functions, duties and responsibilities with the Corporation:

(k) Terminate, amend, restate, or otherwise modify the terms of that certain Management Agreement by and between the Corporation and Spectre Enterprises, Inc., a Florida corporation, dated January 26, 2023; and/or

(l) Fundamentally change the business of the Corporation.

For the avoidance of doubt, if (at any point in time) the BRRT Shareholder owns (or, pursuant to certain agreements, controls the voting power of) less than thirty percent (30%) of the issued and outstanding shares of Class A Common Stock of the Corporation, then a simple majority vote of the Board at which a quorum is present will suffice to approve of the items above.

**SIXTH:** The address of the registered office of the Corporation in the State of Florida is 4415 Preserve Drive, 205, Melbourne FL 32934. The name of its registered agent at such address is Timothy Mohler.

**SEVENTH:** Subject to any additional vote required by these Articles or the Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.

**EIGHTH:** Subject to any additional vote required by these Articles, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws.

**NINTH:** Elections of directors need not be by written ballot unless the Bylaws so provide.

**TENTH:** Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws.

**ELEVENTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Florida is amended after approval by the shareholders of this Article Eleventh to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Eleventh by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TWELFTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Twelfth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

## CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Spectre Primer Technologies Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of January, 2023.

Timothy Mohler  
Timothy Mohler  
Registered Agent