

# P22000039755

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
IRIS TECH INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IRIS TECH INC**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida ("FBCA"), the undersigned, being the President of Iris Tech Inc (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation and Conversion of the Corporation were filed with the Secretary of State of Florida on April 29, 2022, Document No. P22000039755.

SECOND: Amended and restated articles of incorporation were adopted on November 28, 2022, by all of the directors of the Corporation pursuant to sections 607.0821 and a majority of the holders of the voting stock of the Corporation pursuant to FBCA Section 607.0704, which was sufficient for approval.

THIRD: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and these Restated Articles of Incorporation shall consolidate and supersede the original Articles of Incorporation and all amendments to the articles of incorporation.

**ARTICLE I  
NAME**

The name of the Corporation is Iris Tech Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 5659 Strand Court, Suite 106  
Naples, FL 34110.

**ARTICLE III  
PURPOSE**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV  
SHARES**

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The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 50,000,000 shares, of which

- (i) Forty- (40,000,000) shares shall be designated Common Stock (Class A), \$0.50 par value. Each issued and outstanding share of Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders;
- (ii) Six Million (6,000,000) shares shall be designated Preferred Stock \$1.00 par value per share and shall have the following rights, designations and preferences set forth in the Certificate of Designation attached hereto as Exhibit A;
- (iii) Four Million (4,000,000) shares shall be designated Advisory Stock (Class B) \$0.50 par value. Each issued and outstanding share of Advisory Stock shall not be entitled to vote as a shareholder.

#### **ARTICLE V** **OFFICERS AND/OR DIRECTORS**

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 shareholders:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. The directors shall have concurrent power with the shareholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
3. The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
4. To the fullest extent permitted by the FBCA as in effect on the date hereof, and as hereafter amended from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any successor statute is amended after adoption of this provision 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 FBCA, as so amended from time to time, or such successor statute. Any repeal or modification of this Article V, Section 4 by the shareholders of the Corporation shall not affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.
5. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and

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things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the FBCA, these Amended and Restated Articles of Incorporation, and any By-Laws adopted by the shareholders; provided, however, that no By-Laws hereafter adopted by the shareholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

**ARTICLE VI**  
**REGISTERED AGENT**

The address of the registered office of the Corporation in Florida is 10360 W. State Rd 84 Fort Lauderdale, FL 33324. The Corporation's registered agent at the registered office is Timothy Shields.

**ARTICLE VII**  
**INDEMNIFICATION**

1. To the fullest extent permitted by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), the Corporation shall indemnify any person who is or was a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or other type of proceeding (other than an action by or in the right of the Corporation), whether civil, criminal, administrative, investigative or otherwise, and whether formal or informal, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against judgments, amounts paid in settlement, penalties, fines (including an excise tax assessed with respect to any employee benefit plan), and expenses (including counsel fees, including those for appeal) actually and reasonably incurred in connection with any such action, suit or other proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. To the fullest extent permitted by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), the Corporation shall indemnify any person who is or was a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or other type of proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including counsel fees, including those for appeal) and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the

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action, suit, or other proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such action, suit, or other proceeding, including any appeal thereof. Such indemnification shall be authorized provided such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Section 2 in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such action, suit, or other proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. The right to indemnification conferred in this Article VII shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (an "advancement of expenses"); provided, however, that an advancement of expenses incurred by a person in his or her capacity as a director or officer shall be made only upon delivery to the Corporation of an undertaking (an "undertaking"), by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (a "final adjudication") that such person is not entitled to be indemnified for such expenses in Section 1 or 2 of this Article VII or otherwise. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall be contractual rights, and such rights shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the person's heirs, executors and administrators.

4. The indemnification and advancement of expenses provisions of this Article VII shall not be exclusive of any other right that any person (and his or her heirs, executors, and administrators) may have or hereafter acquire under any statute, these Amended and Restated Articles of Incorporation, the Corporation's By-laws, resolution adopted by the shareholders, resolution adopted by the Board of Directors, agreement, or insurance, purchased by the Corporation or otherwise, both as to action in his or her official capacity and as to action in another capacity. The Corporation is hereby authorized to provide for indemnification and advancement of expenses through its By-laws, resolution of shareholders, resolution of the Board of Directors, or agreement, in addition to that provided by these Amended and Restated Articles of Incorporation.

5. Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of these Amended and Restated Articles of Incorporation or the By-laws of the Corporation, nor the adoption or repeal of any resolution of the Board of Directors or the shareholders providing for indemnification nor, to the fullest extent permitted by Florida law as amended from time to time, any modification of law, shall eliminate or reduce the effect of this Article VII in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification. The provisions of this Article VII are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in favor of third parties.

#### **ARTICLE VIII**

#### **AFFILIATED TRANSACTIONS**

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The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE IX**  
**CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28 day of November 2022.

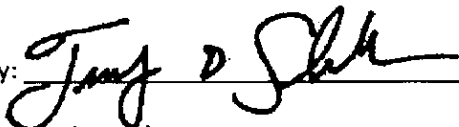
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President

**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 Iris Tech Inc, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28 day of November 2022.

By:   
Registered Agent

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**EXHIBIT A.**  
**Iris Tech Inc**  
**CERTIFICATE OF DESIGNATION**  
**SERIES A PREFERRED STOCK**

Iris Tech Inc., a Florida corporation (the "Corporation"), hereby certifies that the following resolution was adopted by all of the members of the Board of Directors of the Corporation pursuant to sections 607.0821 and a majority of the holders of the voting stock of the Corporation pursuant to FBCA Section 607.0704, which was sufficient for approval.

RESOLVED, that there is hereby created, out of the 6,000,000 shares of preferred Stock \$1.00 par value per share (the "Preferred Stock"), of the Corporation authorized in Article IV of the Articles of Incorporation, as amended, (the "Articles of Incorporation") a series of preferred stock consisting of 6,000,000 shares, which series shall have the following powers, designations, preferences and relative, participating, optional or other rights, and the following qualifications, limitations and restrictions, (in addition to any powers, designations, preferences and relative, participating, optional or other rights, and any qualification, limitations and restrictions, set forth in the Articles of Incorporation which are applicable to the Preferred Stock):

Section 1. Powers and Rights of Series A Convertible Stock. There is hereby designated a class of Preferred Stock of the Corporation, \$1.00 par value per share (the "Series A Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights and qualifications. Limitations and restrictions of the Series A Stock (this "Certificate of Designations") are set forth below. For purposes hereon, a holder of a share or shares of Series A Stock, with respect to their rights as related to the Series A Stock, shall be referred to as a "Series A Holder."

Section 2. Number. The number of authorized shares of the Series A Stock is six million (6,000,000).

Section 3. Vote. Each share of Series A Stock shall, on any matter submitted to the holders of the Common Stock, or any class thereof, for a vote, vote together with the Common Stock. Any class thereof, as applicable, as one class on such matter for as long as the share of Series A Stock is issued and outstanding and each share of Series A Stock shall have one hundred (100) votes per share. The holder of the Series A Preferred Stock shall be entitled to receive notice of any stockholders' meeting in accordance with the Articles of Incorporation and By-laws of the Corporation.

Section 4. Amendment. So long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of 100% of the outstanding shares of the Series A Preferred Stock, (i) amend, alter, waive or repeal, whether, by merger consolidation, combination, reclassification or otherwise, the Articles of Incorporation, including this Certificate of Designation, or By-laws of the Corporation or any provisions thereof

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(including the adoption of a new provision thereof), (ii) create, authorize or issue any class, series or shares of Preferred Stock or any other class of capital stock. Any act or transaction entered into without such vote or consent shall be null and void ab initio, and of no force or effect.

Section 5. Holder, Non-Transferable, Redemption. The Corporation shall redeem the Series A Preferred Stock in whole, but not in part, at the option of the Holder, for \$1,000.

Section 6. Miscellaneous.

- (a) Legend. Any certificates representing the Series A Stock shall bear a restrictive legend in substantially the following form (and a stop transfer order may be placed against transfer of such stock certificates):

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER ANY STATE SECURITIES LAWS. SUCH SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED, PLEDGED, OR HYPOTHECATED UNLESS QUALIFIED AND REGISTERED UNDER APPLICABLE STATE AND FEDERAL SECURITIES LAWS OR, UNLESS UPON THE OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE CORPORATION, SUCH QUALIFICATION AND REGISTRATION IS NOT REQUIRED.

- (b) Lost or Mutilated Series A Stock Certificate. If any certificate for the Series A Stock held by the Series A Holder thereof shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the share of Series A Stock so mutilated, lost, stolen or destroyed but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof, and indemnity, if requested, all reasonably satisfactory to the Corporation.
- (c) Waiver. Any waiver by the Corporation or the Series A Holder of a breach of any provision of this Certificate of Designations shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designations. The failure of the Corporation or the Series A Holder to insist upon strict adherence to any term of this Certificate of Designations on one or more occasions shall not be considered a waiver or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designations. Any waiver must be in writing.
- (d) Severability. If any provision of this Certificate of Designations is invalid, illegal or unenforceable, the balance of this Certificate of Designations shall remain in effect, and if any provision is inapplicable to any Person or circumstance, it shall nevertheless remain applicable to all other Persons.

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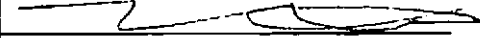
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(e) IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be signed by Michael Giallombardo, its President and Chief Executive Officer, this 28 day of November 2022.

Iris Tech Inc.

By:



Title: President and Chief Executive Officer

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