Control Number : 19095497

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

WAHA Technologies, INC
a Domestic Profit Corporation

has amended and filed duly restated articles on 12/04/2020 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on **12/22/2020**.

Brad Raffensperger
Secretary of State

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
WAHA TECHNOLOGIES, INC

1.

The name of the corporation is WAHA Technologies, INC (the "Company").

2.

Effective the date of filing these Articles of Amendment and Restatement, the Articles of Incorporation of the Company are amended and deleted in their entirety and amended and restated and replaced with the Amended and Restated Articles of Incorporation attached hereto as **Exhibit A** and made an integral part hereof.

3.

This amendment was adopted by a sufficient vote of the board of directors of the Company as of December 4, 2020.

4.

This amendment was proposed and recommended to the shareholders of the Company by the board of directors of the Company as of December 4, 2020.

5.

This amendment was approved by the shareholders of the Company as of December 4, 2020 in accordance with Section 14-2-1003 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment and Restatement to be executed by its duly authorized attorney in fact as of December 4, 2020.

WAHA Technologies, INC

David Lumsden

By: ___________________________
David Lumsden
Attorney in Fact

Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WAHA TECHNOLOGIES, INC

1.

The name of the corporation is WAHA Technologies, INC (the "Company").

2.

The total number of shares of all classes of capital stock which the Company is authorized to issue is Ten Million (10,000,000) shares of capital stock, divided into (i) Five Million (5,000,000) shares of common stock, no par value, designated as "Voting Common Stock," (ii) Four Million (4,000,000) shares of common stock, no par value, designated as "Non-Voting Common Stock" (Voting Common Stock and Non-Voting Common Stock, collectively referred to as "Common Stock"), and (iii) One Million (1,000,000) shares of preferred stock, no par value, designated as "Preferred Stock" (Common Stock and Preferred Stock, collectively referred to as "Stock"). Stock, including, without limitation, Preferred Stock, shall have such designations, preferences, rights, limitations, and other terms and conditions described in the Company's Articles of Incorporation, including any **Certificate(s) of Designations**, as amended from time to time.

In addition to the foregoing, the designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each type or class of capital stock are as follows:

COMMON STOCK

Subject to all of the rights of Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article 2, Common Stock shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Company's Articles of Incorporation, including any **Certificate(s) of Designations**, as amended from time to time, including, but not limited to, the following rights and privileges:

(a) dividends may be declared and paid or set apart for payment upon Common Stock out of any assets or funds of the Company legally available for the payment of dividends;

(b) with respect to voting powers, except as otherwise required by the Georgia Business Corporation Code, (I) the holders of the shares of Voting Common Stock shall possess all voting powers for all purposes (as it relates to such shares of Common Stock), including by way of illustration and not of limitation, the election of directors (each share being entitled to one vote), (II) the holders of shares of Non-Voting Common Stock shall have no voting powers whatsoever (as it relates to such shares of Common Stock), and (II) no holder of the shares of Non-Voting Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Company or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders (as it relates to such shares of Common Stock); and

(c) upon the voluntary or involuntary liquidation, dissolution or winding-up of the Company, the net assets of the Company available for distribution shall be distributed pro rata to the holders of shares of Common Stock in accordance with their respective rights and interests.

PREFERRED STOCK

Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more classes and one or more series within any such classes. The description of shares of each such class and each such series within each such class of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, shall be as set forth in resolutions adopted by the Board of Directors which may (but is not required to) reference and include an applicable **Certificate of Designations**, and articles of amendment or amended and restated articles of incorporation (together with any applicable **Certificate(s) of Designations**) shall be filed with the Georgia Secretary of State as required by law to be filed with respect to the issuance of such Preferred Stock, prior to the issuance of any shares of any such class or any such series within any such class.

The Board of Directors is expressly authorized, at any time, by adopting resolutions (which may (but is not required to) reference and include an applicable **Certificate of Designations**) providing for the issuance of, or providing for a change in the number of, shares of any particular class or series within any such class of Preferred Stock and, if and to the extent from time to time required by law, by filing articles of amendment or amended and restated articles of incorporation (together with any applicable **Certificate(s) of Designations**) which are effective without shareholder action, to increase or decrease the number of shares included in any such class and/or any such series within any such class of Preferred Stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of any such class and/or any such series within any such class. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of Common Stock (excluding any non-voting Common Stock) to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to each class and each series of each such class of Preferred Stock shall include, but not be limited to, setting or changing the following (including, without limitation, through applicable **Certificate(s) of Designations**):

(a) the annual dividend rate, if any, whether expressed as a designated dollar amount per share or expressed as a percentage of a designated amount with respect to any share, on shares of such class or such series within any such class, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative, and whether dividends shall be compounded, if dividends are to be compounded and the frequency of any such compounding;

(b) whether the shares of such class or such series within any such class shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(c) the obligation, if any, of the Company to redeem shares of such class or such series within any class pursuant to a sinking fund;

(d) the right, if any, of the Company to call or purchase shares of such class or such series within any class and, if so, the call purchase price and the terms and conditions of such call or purchase;

(e) whether shares of such class or such series within any class shall be convertible into, or exchangeable for, shares of stock of any other type (including Common Stock), any other class or classes, or any other series within any class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) whether the shares of such class or such series within any class shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(g) the rights of the shares of such class or such series within any class in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Company and/or any other transactions or events involving or relating to the Company; and

(h) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such class or such series within any class.

The shares of Preferred Stock of any one class or of any one series within any such class shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

See any **Certificate(s) of Designations** attached as a **Schedule 1** and made an integral part hereof with respect to any class or series within any class of Preferred Stock, including, without limitation, the number of authorized shares of any class or any series within any class of Preferred Stock as it relates to and is within the total number of authorized shares of Preferred Stock.

3.

The address of the current registered office of the Company shall be 2151 Lower Roswell Road, Marietta, Cobb County, Georgia 30068. The current registered agent of the Company at such address shall be Houston Aderhold.

4.

The mailing address of the current principal office of the Company shall be as follows:

2146 Roswell Road #108-851
Marietta, GA 30062

5.

The names and addresses of the incorporators are as follows:

Robert C. Bissell
335 Millbrook Trace
Marietta, GA 30068

Houston Aderhold
2151 Lower Roswell Road
Marietta, GA 30068

6.

The purpose of the Company is pecuniary gain and profit, and the nature of the business or businesses to be transacted shall be to engage in any form or type of business for any lawful purpose or purposes not specifically prohibited to corporations for profit under the laws of the State of Georgia; to make and carry out contracts of every kind that may be necessary or conducive to the accomplishment of the purposes of the Company; to acquire, lease and hold or otherwise deal in such real estate as may be necessary or convenient in connection with its business; and to have all the rights, powers, privileges and immunities which are now or hereafter may be allowed to a corporation under the laws of the State of Georgia.

7.

No director shall have any liability to the Company or to its shareholders for monetary damages for any action taken, or for any failure to take any action, as a director, occurring on or subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of such director's duties, of any business opportunity of the Company, (b) acts or omissions which involve intentional misconduct or a knowing violation of law, (c) the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code, or (d) any transaction from which such director received an improper personal benefit.

8.

Each person who is or was a director or officer of the Company, and each person who is or was a director or officer of the Company who at the request of the Company is serving or has served as an officer, director, manager, partner, joint venturer, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be indemnified by the Company against those expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement which are allowed to be paid or reimbursed by the Company under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of such person being or having been a director or officer of the Company or of such other enterprises. Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the Company to the fullest extent authorized by the Georgia Business Corporation Code, 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 Company to provide broader rights than said statute permitted the Company to provide prior thereto).

9.

Any action required or permitted by statute or by the Articles of Incorporation or Bylaws of the Company to be taken at a meeting of the shareholders of the Company may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be valid unless (i) the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights, or (ii) the consent includes an express waiver of the right to receive the material otherwise required to be furnished. Notice of such action without a meeting by less than unanimous written consent, together with such material, shall be given within ten (10) days of the taking of such action to those shareholders of record who did not participate in taking the action.

10.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Company, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the Company or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Company and its subsidiaries, the communities in which offices or other establishments of the Company and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that the foregoing shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

IN WITNESS WHEREOF, the undersigned attorney in fact executes these Articles of Incorporation as of December 4, 2020.

David Lumsden

David Lumsden
Attorney in Fact

Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

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Secretary of State
Filing Date: 12/4/2020 3:37:23 PM

TRANSMITTAL INFORMATION FORM
RESTATEMENT

1. **WAHA Technologies, INC**
Entity Name

19095497
Entity Control No.

2. **David Lumsden**
Name of Person Filing Restatement

Address	City	State	Zip Code
3400 Peachtree Road NE , **Suite 1515**	**Atlanta**	**GA**	**30326**

3. Submitted with this filing is a filing fee of $20.00 payable to “Secretary of State”. Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

David Lumsden
Signature of Authorized Person