

# Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HUNNY, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 2018, AT 8:18 O`CLOCK A.M.



6888103 8100  
SR# 20190769405

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



Jeffrey W. Bullock, Secretary of State

Authentication: 202209695  
Date: 02-06-19

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A STOCK CORPORATION  
(WITH DIRECTORS LIABILITY)

The undersigned Incorporator hereby certifies as follows:

1. The name of the Corporation is HUNNY, INC.

2. The Registered Office of the corporation in the State of Delaware is located at  
16192 Coastal Highway (street),  
in the City of Lewes, County of Sussex  
Zip Code 19958. The name of the Registered Agent at such address upon  
whom process against this corporation may be served is Harvard Business Services, Inc.

3. The purpose of the corporation is to engage in any lawful act or activity for which  
corporations may be organized under the General Corporation Law of Delaware.

4. The total amount of stock this corporation is authorized to issue is  
100,000,000 shares (number of authorized shares) with a par value of  
\$.000001 per share.

5. The name and mailing address of the incorporator are as follows:  
Name Brandon M. Esposito, Esq.  
Mailing Address 925 S Federal Hwy, Suite 125  
Boca Raton, FL Zip Code 33432

6. No director shall be personally liable to the Corporation or its stockholders for  
monetary damages for any breach of fiduciary duty by such director as a director.  
Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by  
applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its  
stockholders, (ii) for acts or omissions not in good faith or which involve intentional  
misconduct or a knowing violation of the law, (iii) pursuant to Section 174 of the Delaware  
General Corporation Law or (iv) for any transaction from which the director derived an  
improper personal benefit. No amendment to or repeal of this Article Sixth 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.

By: /s/ Brandon Esposito  
Incorporator

Name: Brandon M. Esposito, Esq.  
Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:18 AM 05/16/2018  
FILED 08:18 AM 05/16/2018  
SR 20183819697 - File Number 6888103

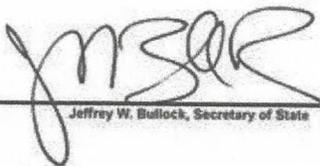
# Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "HUNNY, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF FEBRUARY, A.D. 2019, AT 2:11 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

6888103 8100  
SR# 20190769405

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202209694  
Date: 02-06-19

## AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

(Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware)

HUNNY, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

### DOES HEREBY CERTIFY:

1. That the name of this corporation is HUNNY, INC., and that this corporation was originally incorporated pursuant to the General Corporation Law on May 16, 2018 under the name HUNNY, INC.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefore, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**FIRST:** The name of this corporation is HUNNY, INC. (the "**Corporation**").

**SECOND:** The Corporation's registered office in the State of Delaware is 16192 Coastal Highway, City of Lewes, County of Sussex, State of Delaware 19958. The Registered Agent in charge thereof is Harvard Business Services, Inc.

**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) 95,000,000 shares of Voting Common Stock, \$.000001 par value per share ("**Voting Common Stock**"), (ii) 5,000,000 shares of Non-Voting Common Stock, \$.000001 par value per share ("**Non-Voting Common Stock**" and together with the Voting Common Stock, the "**Common Stock**"), and (iii) 10,000,000 shares of Preferred Stock, \$.000001 par value per share ("**Preferred Stock**").

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. Unless otherwise indicated, references to "Sections" or "Subsections" in this Article refer to sections and subsections of this Article Fourth.

## 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 and as may be designated by resolution of the Board of Directors with respect to any series of Preferred Stock as authorized herein. The Voting Common Stock and the Non-Voting Common Stock shall have identical rights and privileges except as set forth herein with regard to voting rights.

2. Voting. The holders of the Non-Voting Common Stock shall not be entitled to vote on any matter except as required by law. The holders of the Voting Common Stock are entitled to one vote for each share of Voting Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Voting Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation or pursuant to the General Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common 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 stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

## B. PREFERRED STOCK

### 1. Issuance and Reissuance.

Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock.

### 2. Blank Check Preferred.

Subject to any vote expressly required by this Certificate of Incorporation, authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law. Without limiting the

generality of the foregoing, and subject to the rights of any series of Preferred Stock then outstanding, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

**FIFTH:** The name and address of the incorporator are as follows:

Name: Brandon M. Esposito, Esq.  
Address: 925 S. Federal Highway  
Suite 125  
Boca Raton, FL 33432

**SIXTH:** Subject to any additional vote required by this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SEVENTH:** Subject to any additional vote required by this Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

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

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

**TENTH:** To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Tenth 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 Tenth by the stockholders 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.

**ELEVENTH:** 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 the General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with

such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Eleventh shall not adversely affect any right or protection of any director, officer or other agent 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, officer or other agent occurring prior to, such amendment, repeal or modification.

**TWELFTH:** Subject to any additional vote required by this Certificate of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

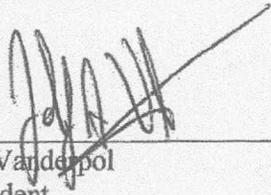
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3. The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

4. That said Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 30<sup>th</sup> day of January 2019.

BY:

  
\_\_\_\_\_  
Jeff Vanderpol  
President