

Clear Form

Print Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

*Read the Instructions C018i*

**1. ENTITY TYPE - check only one** to indicate the type of entity applying for authority:

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER   |
| <input type="checkbox"/> NONPROFIT CORPORATION             | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION                                  |
| <input type="checkbox"/> PROFESSIONAL CORPORATION          | <input type="checkbox"/> CREDIT UNION  |
| <input type="checkbox"/> CLOSE CORPORATION                 | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION                             |
| <input type="checkbox"/> CORPORATION SOLE                  | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.             |
|  | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

**2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) -** enter the exact, true name of the foreign corporation:  
INSPECTIONGO INC.

**3. NAME TO BE USED IN ARIZONA (ENTITY NAME) -** see Instructions C018i - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

- |  |   |   |
|--|---|---|
| <b>3.1</b> <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes -<br>Go to number 4. | <b>3.2</b> <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it -<br>Enter the name in number 3.4 below. | <b>3.3</b> <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) -<br>Enter the name in number 3.4 below. |
|--|---|---|

**3.4** If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

**4. FOREIGN DOMICILE -** list the state or country in which the foreign corporation is incorporated: DE

**5. DATE OF INCORPORATION IN FOREIGN DOMICILE:** 07/03/2019

**6. DURATION -** if the duration or life period of the foreign corporation is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check the box below and fill in the date:

☐ The foreign corporation life period will end on this date: \_\_\_\_\_ (enter a date)

**7. PURPOSE -** the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):

8. **CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

\_\_\_\_\_ home inspection support services \_\_\_\_\_

<b>9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS</b> – <i>see Instructions C018i</i> – give the <b>physical or street address</b> (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			<b>10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:</b> Is the Arizona known place of business street address the same as the <b>street address</b> of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
Attention (optional) 1209 ORANGE ST			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City <u>Wilmington</u>		State <u>DE</u>	Zip <u>19801</u>		
Address 2 (optional) City _____			Address 2 (optional) City _____		
State _____			State _____		
Zip _____			Zip _____		

<b>11. STATUTORY AGENT IN ARIZONA</b> – <i>see Instructions C018i</i> :					
<b>11.1 REQUIRED</b> – give the <b>name</b> (can be an individual or an entity) and <b>physical or street address</b> (not a P.O. Box) in Arizona of the statutory agent:			<b>11.2 OPTIONAL</b> – mailing address in Arizona of statutory agent (can be a P.O. Box):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional) 3800 North Central Avenue, Suite 460			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City <u>Phoenix</u>		State <u>AZ</u>	Zip <u>85012</u>		
Address 2 (optional) City _____		Address 2 (optional) City _____		Address 2 (optional) City _____	
State _____		State _____		State _____	
Zip _____		Zip _____		Zip _____	
<b>11.3 REQUIRED</b> – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

<b>12. DIRECTORS</b> – list the <b>name and business address</b> of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
John Russell			William Russell		
Director Name 1014 Pennsylvania Avenue			Director Name 1014 Pennsylvania Avenue		
Address 1			Address 1		
Address 2 (optional) Tyrone		PA	Address 2 (optional) Tyrone		PA
City Country <u>USA</u>		State or Province Zip	City Country <u>USA</u>		State or Province Zip
Date taking office (optional):			Date taking office (optional):		

Mark Wise				Chat Hett			
Director Name 1014 Pennsylvania Avenue				Director Name 1014 Pennsylvania Avenue			
Address 1				Address 1			
Address 2 (optional) Tyrone		PA	16686	Address 2 (optional) Tyrone		PA	16686
City Country	USA	State or Province	Zip	City Country	USA	State or Province	Zip
Date taking office (optional):				Date taking office (optional):			
Andrew Zulauf							
Director Name 1012 Kanauha Boulevard, East				Director Name			
Address 1 #5				Address 1			
Address 2 (optional) Charleston		WV	25301	Address 2 (optional)			
City Country	USA	State or Province	Zip	City Country		State or Province	Zip
Date taking office (optional):				Date taking office (optional):			
<b>13. OFFICERS</b> - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Officer Attachment</u> form C085.							
John Russell				William Russell			
Officer Name 1014 Pennsylvania Avenue				Officer Name 1014 Pennsylvania Avenue			
Address 1				Address 1			
Address 2 (optional) Tyrone		PA	16686	Address 2 (optional) Tyrone		PA	16686
City Country	USA	State or Province	Zip	City Country	USA	State or Province	Zip
Date taking office (optional):		Officer title: President		Date taking office (optional):		Officer title: Treasurer	
Mark Wise				Patrick Esposito			
Officer Name 1014 Pennsylvania Avenue				Officer Name 3592 Collins Ferry Rd			
Address 1				Address 1 Suite 250			
Address 2 (optional) Tyrone		PA	16686	Address 2 (optional) Morgantown		WV	26505
City Country	USA	State or Province	Zip	City Country	USA	State or Province	Zip
Date taking office (optional):		Officer title: Vice President		Date taking office (optional):		Officer title: Secretary	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City Country		State or Province	Zip	City Country		State or Province	Zip
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	



- 14. FOR-PROFITS ONLY – SHARES AUTHORIZED** – *see Instructions C018i* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is **AUTHORIZED** to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☒ and complete and attach the Shares Authorized Attachment form C087.

See attachment

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_

- 15. FOR-PROFITS ONLY – SHARES ISSUED** – *see Instructions C018i* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been **ISSUED**. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☒ and complete and attach the Shares Issued Attachment form C097.

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_

See attachment

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_

**16. NONPROFITS ONLY – MEMBERS – check one box only:**

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

**18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of law that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

**NOTE:** You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

**SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

  
Signature

☒ I ACCEPT

Patrick Esposito

7/17/2020  
Date

**REQUIRED** – check only one:

<input type="checkbox"/> I am the <b>Chairman of the Board of Directors</b> of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized <b>Officer</b> of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized <b>bankruptcy trustee</b> , receiver, or other court-appointed fiduciary for the corporation filing this document.
--	--	--

Filing Fee: \$175.00 (regular processing)  
Expedited processing – add \$35.00 to filing fee.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**SHARES AUTHORIZED ATTACHMENT****1. ENTITY NAME – give the exact name of the corporation:**

InspectionGo Inc.

**2. Additional classes and total number of shares AUTHORIZED:**

Class: Voting Common stock	Series:	Total: 1,000,000
Class: Non-voting Common stock	Series:	Total: 6,000,000
Class: Preferred Stock	Series:	Total: 3,000,000
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:

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**SHARES ISSUED ATTACHMENT****1. ENTITY NAME – give the exact name of the corporation:**

InspectionGo Inc.

**2. Additional classes and total number of shares ISSUED:**

Class: Voting Common Stock	Series:	Total: 236,250
Class: Non-voting Common Stock	Series:	Total: 621,250
Class: Preferred stock	Series:	Total: 7,825
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:

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**STATUTORY AGENT ACCEPTANCE***Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

InspectionGo Inc.

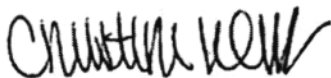
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T CORPORATION SYSTEM

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Christine Kelm - Assistant Secretary

07/17/2020

Signature

Printed Name

Date

**REQUIRED** – check only one:



**Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.



**Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: none (regular processing)  
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



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**CERTIFICATE OF DISCLOSURE***Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:INSPECTIONGO INC.**2. FELONY/JUDGMENT QUESTIONS:**

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

- |            |  |                              |  |
|------------|--|------------------------------|--|
| <b>2.1</b> | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>2.2</b> | Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>2.3</b> | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following:<br>a. The violation of fraud or registration provisions of the securities laws of that jurisdiction;<br>b. The violation of the consumer fraud laws of that jurisdiction;<br>c. The violation of the antitrust or restraint of trade laws of that jurisdiction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

- 2.4** If any of the answers to numbers 2.1, 2.2, or 2.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.

**3. BANKRUPTCY QUESTION:**

- |            |   |                              |  |
|------------|---|------------------------------|--|
| <b>3.1</b> | Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in <b>any other corporation</b> (not the one filing this Certificate) on the bankruptcy or receivership of the <b>other corporation</b> ? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
|------------|---|------------------------------|--|

- 3.2** If the answer to number 3.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.


<b>SIGNATURE REQUIREMENTS:</b>	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Patrick Esposito  
 Name  
 3592 Collins Ferry Rd  
 Address 1  
 Suite 250  
 Address 2  
 -- Morgantown WV 26505  
 City State Zip  
 Country USA

**SIGNATURE – see Instructions C003i:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

  
 Signature  
 Patrick Esposito  
 Printed Name  
 Date 7/17/2020

**REQUIRED – check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name  
 Address 1  
 Address 2  
 City State Zip  
 Country

**SIGNATURE – see Instructions C003i:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature  
 Printed Name  
 Date

**REQUIRED – check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: None  
 All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section  
 1300 W. Washington St., Phoenix, Arizona 85007  
 Fax: 602-542-4100

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INSPECTIONGO INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



7500029 8300

SR# 20206444207

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203359880

Date: 07-28-20



# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INSPECTIONGO INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRD DAY OF JULY, A.D. 2019, AT 4:36 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2019, AT 1:45 O`CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2020, AT 2:56 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "INSPECTIONGO INC.".



7500029 8100H  
SR# 20206444225

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203359869  
Date: 07-28-20

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 InspectionGo 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  
10,000,000 shares (number of authorized shares) with a par value of  
\$ 0.000001 per share.
5. The name and mailing address of the incorporator are as follows:  
Name Briar Siljander  
Mailing Address 376 Beach Farm Cir. #1269  
Highland, MI Zip Code 148356
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/Briar Siljander

Incorporator

Name: Briar Siljander

Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:36 PM 07/03/2019  
FILED 04:36 PM 07/03/2019  
SR 20195816268 - File Number 7500029

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:45 PM 12/30/2019  
FILED 01:45 PM 12/30/2019  
SR 20198917237 - File Number 7500029

**State of Delaware**  
**Amended and Restated Certificate of Incorporation**  
**of**  
**INSPECTIONGO INC.**

InspectionGo Inc., a corporation organized and existing under the laws of the State of Delaware ("Corporation"), hereby certifies as follows:

1. The name of the Corporation is InspectionGo Inc. The name under which the Corporation was formed is InspectionGo Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 3, 2019.
2. This Amended and Restated Certificate of Incorporation, which restates, integrates, and amends the certificate of incorporation of the Corporation, has been duly adopted by the directors and shareholders of the Corporation in accordance with Sections 141(f), 242, and 245 of the General Corporation Law of the State of Delaware.
3. The text of the Corporation's existing Certificate of Incorporation is hereby restated, integrated, and amended, in its entirety, to read as follows:

**ARTICLE ONE**

The name of the corporation and the name under which it was formed is InspectionGo Inc. ("Corporation"). The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 3, 2019.

**ARTICLE TWO**

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

**ARTICLE THREE**

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.

**ARTICLE FOUR**

The Corporation is authorized to issue Voting Common Stock, Non-Voting Common Stock, and Preferred Stock. The total number of shares this Corporation shall have authority to issue is 10,000,000. 1,000,000 shares shall be designated Voting Common Stock and shall have a par value of \$0.000001 per share. 6,000,000 shares shall be designated Non-Voting Common Stock and shall have a par value of \$0.000001 per share. 3,000,000 shares shall be designated Preferred Stock and shall have a par value of \$0.000001 per share.

Except as otherwise required by law, the holders of the Voting Common Stock shall possess exclusively all voting power, and each holder of Voting Common Stock shall have one vote in respect of each share held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation. Except as otherwise required by law, shares of Non-Voting Common Stock shall be non-voting.



The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences, and rights and the qualifications, limitations, or restrictions thereof, of each such series of Preferred Stock, including without limitation, to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting such series and the designation thereof, or any of the foregoing. The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issue of shares of such series then outstanding, subject to the powers, preferences, and rights and the qualifications, limitations, and restrictions thereof stated in the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### **ARTICLE FIVE**

The Corporation is to have perpetual existence.

#### **ARTICLE SIX**

The number of Directors which constitutes the whole Board of Directors of the Corporation and the manner of their election shall be designated in the Bylaws of the Corporation.

#### **ARTICLE SEVEN**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend, or repeal the Bylaws of the Corporation.

#### **ARTICLE EIGHT**

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 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.

#### **ARTICLE NINE**

Vacancies created by newly created directorships, created in accordance with the Bylaws of this Corporation, may be filled by the vote of a majority, although less than a quorum, of the Directors then in office or by a sole remaining Director.

#### **ARTICLE TEN**

Advance notice of new business and stockholder nominations for the election of Directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

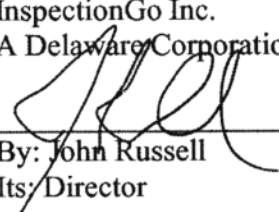
#### ARTICLE ELEVEN

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.

4. This Amended and Restated Certificate of Incorporation shall be effective upon filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by the undersigned on this 23rd day of December, 2019.

InspectionGo Inc.  
A Delaware Corporation



By: John Russell  
Its: Director

**INSPECTIONGO INC.**  
**CERTIFICATE OF DESIGNATION**  
**of**  
**Founder Series Preferred Stock**

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 02:56 PM 02/17/2020  
 FILED 02:56 PM 02/17/2020  
 SR 20201177338 - File Number 7500029

*Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware*

The undersigned hereby certifies that the following resolution was duly adopted by the Board of Directors ("Board of Directors") of InspectionGo Inc., a Delaware corporation ("Corporation"), by unanimous written consent of the Board of Directors in accordance with Section 141(f) of the General Corporation Law of Delaware:

WHEREAS, the Certificate of Incorporation of the Corporation provides for a class of shares known as Preferred Stock, issuable from time to time in one or more series;

WHEREAS, the Board of Directors of the Corporation is authorized, in the Amended and Restated Certificate of Incorporation, to fix, by resolution or resolutions, the designations, preferences, and relative, participating, optional, or other special rights of the shares of each such series, and the qualifications, limitations, or restrictions imposed upon each wholly unissued series of the Preferred Stock, including the right to determine the designation of such series, the number of shares to constitute such series and the stated value thereof; and

WHEREAS, the Board of Directors of the Corporation desires to designate a series of the Preferred Stock as "Founder Series Preferred" and to designate the number of shares constituting such series and to fix the rights, preferences, qualifications, and restrictions of such series.

RESOLVED, that the Board of Directors of the Corporation hereby designates such new series of Preferred Stock and the number of shares constituting such series and fixes the rights, preferences, privileges, and restrictions relating to such series as follows:

1. Founder Series Preferred Designation and Authorized Amount.

Seven thousand five hundred thirty (7,530) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Founder Series Preferred" with the rights, preferences, powers, privileges, restrictions, qualifications, and limitations set forth below. The number of shares authorized may from time to time be increased or decreased (but not below the number then outstanding) by the Board of Directors. Shares of this Series purchased by the Corporation shall be cancelled and shall revert to authorized but unissued shares of Preferred Stock undesignated as to series. Shares of this Series may be issued in fractional shares which are whole number multiples of one one-thousandth of a share, which fractional shares shall entitle the holder, in proportion to such holder's fractional share, to all rights of a holder of a whole share of this Series.

2. Dividends and Preference.

The holders of Founder Series Preferred shares shall not be entitled to any dividends or dividend preferences for Founder Series Preferred shares.

3. Voting Rights.

Founder Series Preferred shares shall be NON-VOTING shares.



#### 4. Redemption.

Subject to the conditions below, each holder of Founder Series Preferred shares shall have the right to elect to have some or all of such holder's Founder Series Preferred shares redeemed by the Corporation beginning on the earlier of: (i) the date on which the Corporation effectuates or approves a transaction or series of related transactions pursuant to which the Corporation issues and sells shares of its Preferred Stock or Common Stock for aggregate gross proceeds of at least one million dollars (\$1,000,000) with the principal purpose of raising capital ("Qualified Financing Date"; such financing referred to as a "Qualified Financing"), (ii) the date on which the Corporation pays a dividend, or (iii) the first anniversary of the date of issuance of the subject Founder Preferred Series stock ("Issuance Anniversary Date"; the earlier of the Qualified Financing Date and Issuance Anniversary Date is referred to as the "Trigger Date");

- a. *Redemption Price.* The redemption price for each share of Founder Series Preferred stock redeemed by the Corporation shall be eighty-seven dollars and fifty cents (\$87.50) (the "Redemption Price").
- b. *Redemption Notice and Date.* A holder of Founder Series Preferred shares desiring to redeem some or all of such shares shall give written notice (as provided below) to the Corporation ("Redemption Notice") specifying the number of shares that the holder desires the Corporation to redeem ("Redemption Shares"). The Corporation shall effect the redemption of the Redemption Shares no later than thirty (30) days following receipt of a Redemption Notice ("Redemption Date").
- c. *Redemption Payment and Cancellation of Certificates.* On the Redemption Date, the Corporation shall pay the appropriate redemption amounts to the order of the person(s) whose name appears on the Corporation's stock ledger for the Redemption Shares (or to such other assignee specified by the holder(s)) upon receipt of an instrument effectuating the surrender of the Redemption Shares to the Corporation, and thereupon the Corporation shall update its stock ledger to reflect redemption of the Redemption Shares and, if the holder(s) retain any Founder Series Preferred shares, shall provide such redeeming holder(s) an amended Notice of Issuance reflecting the Founder Series Preferred shares held by such holder(s) following the redemption. From and after the Redemption Date, unless there shall have been a default in payment of the redemption amount, all rights of the holders of the Redemption Shares (except the right to receive the redemption amount) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

#### 5. Conversion.

- a. *Conversion on Preferred Series.* On or after the Qualified Financing Date, each holder of Founder Series Preferred shares may elect to convert some or all of such holder's Founder Series Preferred shares to shares of the same series of Preferred Stock offered and/or issued in the Qualified Financing ("New Preferred Shares") for a price per share equal to the lowest price per share paid by other purchasers of Preferred Stock in the Qualified Financing, with each converting Founder Series Preferred share credited at one hundred dollars (\$100) per share ("Founder Share Value").
- b. *Conversion to Common Stock.* On or after the Trigger Date, each holder of Founder Series Preferred shares may elect to convert some or all of such holder's Founder Series Preferred shares to shares of Voting Common Stock of the Corporation ("New Common Shares") for a price per share equal to the quotient of the Founder Share Value multiplied by the

number of Founder Series Preferred shares to be converted, and then divided by the value of the Corporation as determined by a third party independent valuator agreed to by the Corporation and the holder of the Founder Series Preferred shares to be converted ("Corporation Value"). By way of example, if the Corporation had one million (1,000,000) shares of Common Stock (Voting and Non-Voting) issued and outstanding and a Corporation Value of five million dollars (\$5,000,000), one thousand (1,000) shares of Founder Series Preferred stock would convert to twenty thousand (20,000) shares of Voting Common Stock.

- c. *Conversion Notice and Date.* A holder of Founder Series Preferred shares desiring to convert some or all of such shares as provided by Section 4.a or 4.b, above, shall give written notice (as provided below) to the Corporation ("Conversion Notice") specifying the number of Founder Series Preferred that such holder wishes to convert ("Conversion Shares") and, as applicable, whether such holder desires to convert to New Preferred Shares or New Common Shares. The Corporation shall effect the conversion, in the case of a conversion to New Common Shares, no later than thirty (30) days following receipt of a Redemption Notice, and in the case of a conversion into the New Preferred Shares, at the time shares are issued with respect to such Qualified Financing ("Conversion Date").
- d. *Conversion Process.* On or before the Conversion Date, the holder(s)) wishing to convert Founder Series Preferred shares shall deliver an instrument effectuating the surrender of the Conversion Shares to the Corporation, and thereupon the Corporation shall update its stock ledger to reflect the surrendered Conversion Shares and newly-issued shares New Preferred Shares or New Common Shares, as the case may be, and shall provide such redeeming holder(s) an amended Notice of Issuance for each class of Shares held by the holder, reflecting the number of shares held by such holder(s) following the conversion. In the event a conversion would result in fractional or partial shares, the Corporation shall, in lieu of issuing a fractional share, pay to the converting holder in cash the value of such partial share. From and after the Conversion Date, upon completion of the conversion all rights of the holder(s) of the Conversion Shares (except the right to receive the New Preferred Shares or New Common Shares, as the case may be) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

## 6. Notices.

Any notice required by the provisions of this Certificate to be given to the holders Founder Series Preferred or to the Corporation shall be deemed given three days after being deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of the Corporation or to the Corporation, as the case may be, or upon actual receipt when personally delivered or sent by overnight or other courier delivery.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by its Chief Executive Officer and attested to by its Secretary on February 10, 2020.

InspectionGo Inc.

  
John Russell (Feb 10, 2020)

By: John Russell  
Its: Chief Executive Officer

Date

Attested:

  
William Russell (Feb 10, 2020)

By: William Russell  
Its: Secretary

Date