

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAPRI HOSPITALITY, INC.**

This instrument has been drafted to amend and restate the Articles of Incorporation of Capri Hospitality, Inc., a Wisconsin corporation (the “*Corporation*”). The Amended and Restated Articles of Incorporation have been duly adopted pursuant to the authority and provisions of Chapter 180 of the Wisconsin Statutes and supersede and take the place of the existing articles of incorporation and all amendments thereto.

**ARTICLE I
NAME**

The name of the Corporation is Capri Hospitality, Inc.

**ARTICLE II
PURPOSES**

The Corporation is organized under Chapter 180 of the Wisconsin Statutes and is authorized to engage in any lawful activity for which corporations may be organized under Chapter 180 of the Wisconsin Statutes. The period of existence of the Corporation shall be perpetual.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of the Corporation is Michael Heisman and the street address of the registered office is 3825 E. Calumet Street, Suite 400 #290, Appleton, WI 54915.

**ARTICLE IV
SHARES**

The Corporation shall be authorized to issue two million four hundred thousand (2,400,000) shares of stock consisting of (i) two million one hundred sixty thousand (2,160,000) shares of common stock, \$0.001 par value per share (the “*Common Stock*”), and (ii) two hundred forty thousand (240,000) shares of preferred stock, \$0.001 par value per share (the “*Preferred Stock*”).

A. Redemption and Valuation of Shares.

The redemption price per share for any redemption of shares of Common Stock and Preferred Stock by the Corporation shall be as follows:

Common Stock redemption price per share:	Total shareholder equity as set forth on Corporation’s most recent balance sheet / ((then issued and outstanding shares of Common Stock) + (then issued and outstanding shares of Preferred Stock x 2))
Preferred Stock redemption price per share:	Common Stock redemption price per share x 2

B. Common Stock.

1. General. The 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.

2. Voting. The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings).

3. Dividends. The Corporation may declare, pay and set aside any dividends on shares of Common Stock at such times and in such amounts as determined by the Corporation.

C. Preferred Stock.

1. General. The Preferred Stock are designated with the following additional rights, preferences, powers, privileges and restrictions, qualifications and limitations as set forth in this section.

2. Voting. The holders of the Preferred Stock shall not be entitled to vote for shares of Preferred Stock held.

3. Dividends. The Corporation may declare, pay and set aside any dividends on shares of Preferred Stock at such times and in such amounts as determined by the Corporation.

4. Conversion.

(i) Conversion into Common Stock. Each holder of Preferred Stock shall have the right at any time to convert one (1) share of Preferred Stock at the election of the holder into two (2) shares of Common Stock. Upon delivery to the Corporation of a completed notice of conversion, the Corporation shall issue and deliver to the holder within five (5) business days from receipt of the notice of conversion that number of shares of Common Stock for the shares of Preferred Stock converted.

(ii) Recapitalizations, Reorganizations, etc. In the event of any recapitalization, reorganization, consolidation or merger of the Corporation with or into another person or the sale, transfer or other disposition of all or substantially all of the assets of the Corporation to another person, the shares of Preferred Stock shall thereafter be convertible into the kind and amount of common stock or other securities or property that a holder of the number of shares of Preferred Stock deliverable upon conversion of would have been entitled upon such recapitalization, reorganization, consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions set forth in this section with respect to the rights and interests thereafter of the holders of Preferred Stock, to the end that the provisions set forth in this section shall thereafter be applicable, as nearly as reasonably may be, in relation to any common stock or other securities or property thereafter deliverable upon conversion of shares of Preferred Stock.

(iii) No Impairment. The Corporation shall not, by amendment of its governing documents or through any reorganization, transfer of assets, consolidation,

merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith assist in the carrying out of all the provisions of this section and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Preferred Stock against impairment.

D. Liquidation, Dissolution, Deemed Liquidation Event.

1. Preferential Payments to Holders of Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (as defined below), the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, the redemption price per share for any redemption of shares of Preferred Stock by the Corporation as set forth in **Article IV(A)** "Redemption and Valuation of Shares." If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled under this section, the holders of shares of Preferred Stock shall share ratably in any such distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2. Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

3. Definition of Deemed Liquidation Event. For purposes of these Amended and Restated Articles of Incorporation a "**Deemed Liquidation Event**" shall mean:

(i) a merger or consolidation in which the Corporation is a constituent party or a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation; or

(ii) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole.

ARTICLE V BOARD OF DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall initially be one (1) and may be changed from time to time in the manner set forth in the Bylaws of the Corporation but in no case shall there be less than one (1) director or more than eight (8) directors of the Corporation at any time.

**ARTICLE VI
CERTIFICATION**

Michael Heisman, President and CEO of the Corporation in accordance with Section 180.1007 of the Wisconsin Statutes hereby certifies as follows:

- A. These Amended and Restated Articles of Incorporation supersede and replace the heretofore existing Articles of Incorporation of the Corporation and all amendments thereto.
- B. These Amended and Restated Articles of Incorporation contain amendments to the heretofore existing Articles of Incorporation of the Corporation which amendments require the approval of the shareholders of the Corporation.
- C. These Amended and Restated Articles of Incorporation were adopted on July 30, 2018, in accordance with Section 180.1003 and Section 180.1004 of the Wisconsin Statutes.

IN WITNESS WHEREOF, the undersigned has executed this document as of July 30, 2018.

CAPRI HOSPITALITY, INC.

By: _____
Michael Heisman, President and CEO

This instrument was drafted by and should be returned to:

Michael Heisman
3825 E. Calumet Street, Suite 400 #290
Appleton, Wisconsin 54915