

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOLAR ROADWAYS INCORPORATED**

For Office Use Only

-FILED-

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The undersigned officer of Solar Roadways Incorporated, an Idaho Corporation (the "**Corporation**"), on behalf of the Corporation, hereby certifies that: the following correctly sets forth the Amended and Restated Articles of Incorporation of the Corporation; the Amended and Restated Articles of Incorporation consolidate all amendments into a single document; and that the Amended and Restated Articles of Incorporation comply with laws pertinent to corporations in the state of Idaho. The Amended and Restated Articles of Incorporation shall completely supersede the Corporation's prior Articles of Incorporation and any amendments thereto. The undersigned further certifies the amendments contained herein have been duly approved by the board of directors and the shareholders as of September 25, 2020 in the manner required by Idaho Code §30-29-1003 and the Corporation's Articles of Incorporation.

**ARTICLE I
Name**

The name of this corporation is: **Solar Roadways Incorporated.**

**ARTICLE II
Authorized Capital**

This corporation is authorized to issue, in the aggregate, Ten Million (10,000,000) shares of a single class of voting common stock, having no par value.

Pursuant to Idaho Code §30-29-1006 and §30-29-1007, the following amendment is hereby made to add the following to this Article II:

Upon the filing date of these Restated Articles of Incorporation, each share of common stock of the Corporation that is issued and outstanding prior to implementation of this amendment shall be automatically converted into six (6) shares of the Corporation's common stock. New stock certificates will be issued to existing shareholders upon tender to the Corporation of their existing share certificates(s) or affidavit of lost certificate(s), as the case may be.

**ARTICLE III
Principal Office; Registered Agent**

The principal place of business of the Corporation, subject to change by the Board of Directors, is 721 Pine Street, in the City of Sandpoint, County of Kootenai, State of Idaho, 83864, and the registered agent in charge thereof is Scott Brusaw at 10561 Sagle Road, in the city of Sagle, County of Kootenai, State of Idaho, 83860.

ARTICLE IV
No Preemptive Rights

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

ARTICLE V
Noncumulative Voting

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by the shareholder for as many persons as there are directors to be elected and for whose election he or she has a right to vote, but no shareholder shall be entitled to cumulate his or her votes.

ARTICLE VI
Bylaws

The board of directors shall have full power to adopt, alter, amend, or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend, or repeal the bylaws or adopt new bylaws.

ARTICLE VII
Amendment of Articles

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE VIII
Transactions with Interested Parties

No contracts or other transactions between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any director of this Corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the board of directors or a majority thereof.

**ARTICLE IX
Directors**

The number of directors of this corporation shall be determined in the manner provided by this Corporation's Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE X
Action by Written Consent of Shareholders**

Any action required or permitted by the Idaho Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one or more written consents bearing the date of signature and describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the corporation for filing by the corporation with the minutes or corporate records.

**ARTICLE XI
Director Liability**

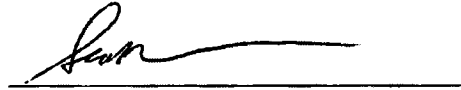
To the fullest extent permitted by the Idaho Business Corporation Act, as it may be amended from time to time, a director of this Corporation shall not be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director of this Corporation. To the fullest extent permitted by the Idaho Business Corporation Act, as it may be amended from time to time, the Corporation shall indemnify a director for actions taken in good faith on behalf of this Corporation.

Any amendment or repeal of this Article shall not adversely affect any protection provided to a director of this Corporation under this Article with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed this 25th day of September, 2020.

SOLAR ROADWAYS INCORPORATED

A handwritten signature in black ink, appearing to read "Scott", is written over a horizontal line.

By: Scott Brusaw
Chairman and Chief Executive Officer