

**ARTICLES OF INCORPORATION  
OF  
VIVOS THERAPEUTICS, INC.**



That the undersigned, being at least eighteen (18) years of age and acting as the incorporator of the Corporation hereby being formed under and pursuant to the laws of the State of Wyoming under the Wyoming Business Corporation Act (WY Stat § 17-16-101)(the “WBCA”) does hereby certify that:

**ARTICLE I**

NAME

The name of the corporation is **VIVOS THERAPEUTICS, INC.** (the “Corporation”).

**ARTICLE II**

PURPOSE

The Corporation is organized for the purpose of engaging in any business, trade or activity which may be lawfully conducted or permitted by a corporation organized under the WBCA. The Corporation also shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purpose or purposes of this Corporation.

**ARTICLE III**

DURATION

The duration of the Corporation’s existence shall be perpetual.

**ARTICLE IV**

CAPITAL STOCK

Section 1. AUTHORIZED CAPITAL STOCK. The aggregate number of shares which the Corporation shall have the authority to issue is 500,000,000 shares, of such number: (1) 450,000,000 shares shall be Common Stock, par value \$0.0001 per share (the "Common Stock"), which shall be further divided as to: (a) 400,000,000 shares shall be Class A Common Stock, par value \$0.0001 (the “Class A Common Stock”), (b) 10,000,000 shares shall be Class B Common Stock, par value \$0.0001 per share (the “Class B Common Stock”), and (c) 40,000,000 shares shall be Class C Common Stock, par value \$0.0001 per share

(the "Class C Common Stock") and (2) 50,000,000 shares shall be Preferred Stock, par value \$0.0001 per share, which may, at the sole discretion of the Board of Directors be issued in one or more series (the "Preferred Stock").

Section 2. COMMON STOCK. The powers, preferences, and rights and the qualifications, limitations, and restrictions of the Class A Common Stock, the Class B Common Stock and the Class C Common Stock are as follows:

- (a) Voting Rights. Except as otherwise required by the WBCA or as provided by or pursuant to the provisions of this Amended and Restated Articles of Incorporation:
- (i) Each holder of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held of record by such holder. The holders of shares of Class A Common Stock shall not have cumulative voting rights.
  - (ii) Each holder of Class B Common Stock shall be entitled to one hundred (100) votes for each share of Class B Common Stock held of record by such holder. The holders of shares of Class B Common Stock shall not have cumulative voting rights.
  - (iii) The holders of Class A Common Stock and the Class B Common Stock shall vote together as a single class on all matters on which stockholders are generally entitled to vote.
  - (iv) The holders of Class C Common Stock shall not be entitled to vote on any matter, except that the holders of Class C Common Stock shall be entitled to vote separately as a class with respect to amendments to the Articles of Incorporation that increase or decrease the aggregate number of authorized shares of such class, increase or decrease the par value of the shares of such class, or alter or change the powers, preferences, or special rights of the shares of such class so as to affect them adversely.
- (b) Dividends. Subject to any other provisions of this Articles of Incorporation, as it may be amended from time to time, holders of shares of Class A Common Stock, Class B Common Stock and Class C Common Stock shall be entitled to receive ratably, in proportion to the number of shares held by them, such dividends and other distributions in cash, stock, or property of the Corporation when, as, and if declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.
- (c) Liquidation, Dissolution, etc. In the event of any liquidation, dissolution, or winding up (either voluntary or involuntary) of the Corporation, after payments to creditors of the Corporation that may at the time be outstanding and subject to the rights of any holders of Preferred Stock that may then be outstanding, the holders of shares of Class A Common Stock, Class B Common Stock and Class C Common Stock shall be entitled to receive all remaining assets and funds of the Corporation available for distribution, ratably in proportion to the number of shares held by them.

- (d) *No Preemptive or Subscription Rights.* No holder of shares of Class A Common Stock, Class B Common Stock or Class C Common Stock shall be entitled to preemptive or subscription rights.

Section 3. PREFERRED STOCK. The Board of Directors is authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, and to determine the designations, preferences, limitations and relative or other rights of the Preferred Stock or any series thereof. For each series, the Board of directors shall determine, by resolution or resolutions adopted prior to the issuance of any shares thereof, the designations, preferences, limitations and relative or other rights thereof, including but not limited to the following relative rights and preferences, as to which there may be variations among different series:

- (a) The rate and manner of payment of dividends, if any;
- (b) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (c) Whether any shares may be exchanged for other series classes of shares of the Corporation, or for other property, including equity holdings of third parties then owned by the Corporation, and, if so, the exchange price or ratio and the terms and conditions of the exchange;
- (d) The amount payable upon shares in the event of liquidation, dissolution or other winding-up of the Corporation;
- (e) Sinking fund provisions, if any, for the redemption or purchase of shares;
- (f) The terms and conditions, if any, on which shares may be converted or exchanged;
- (g) Voting rights, if any; and
- (h) Any other rights and preferences of such shares, to the full extent now or hereafter permitted by the laws of the State of Wyoming.

The Board of Directors shall have the sole authority to determine the number of shares that will comprise each series.

Section 4. CONSIDERATION FOR SHARES. The Common Stock and Preferred Stock shall be issued for such consideration, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for such shares of stock shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable. The Articles shall not be amended in this particular.

Section 5. STOCK RIGHTS AND OPTIONS. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive. Prior to the issuance of any shares of a series, but after adoption by the Board of Directors

of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Wyoming as may be required by law.

## **ARTICLE V**

### **NO PREEMPTIVE RIGHTS**

No preemptive rights to acquire additional securities issued by the Corporation shall exist with respect to shares of stock or securities convertible into shares of stock of the Corporation, except to the extent otherwise provided by contract.

## **ARTICLE VI**

### **NO CUMULATIVE VOTING**

At each election for directors, every stockholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such stockholder for as many persons as there are directors to be elected. No cumulative voting for directors, however, shall be permitted.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors which shall consist of not less than one (1) person. The manner of election and qualifications shall be as provided in the Bylaws of the Corporation. For the conduct of the affairs of the Corporation, and for the future definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

Section 1. **SIZE OF BOARD.** The initial number of the Board of Directors shall be one (1). Thereafter, the number of directors shall be as provided in the Bylaws of the Corporation. The exact number of directors shall be fixed from time to time by the Board of Directors pursuant to resolution adopted by a majority of the full Board of Directors. Directors need not be stockholders.

Section 2. **POWERS OF BOARD.** In furtherance and not in limitation of the powers conferred by the laws of the State of Wyoming, the Board of Directors is expressly authorized and empowered:

- (a) To make, alter, amend, and repeal the Bylaws subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors;
- (b) Subject to the applicable provisions of the Bylaws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders of the Corporation;

- (c) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefore, any real or personal property of the corporation, including after-acquired property;
- (d) To determine whether any and, if so, what part of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;
- (e) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;
- (f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.
- (g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the Bylaws, shall have and may exercise the powers of the Board;
- (h) To provide for the reasonable compensation of its own members by Bylaw, and to fix the terms and conditions upon which such compensation will be paid; and
- (i) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Wyoming, of these Articles of Incorporation, and of the Bylaws of the Corporation.

Section 3. INTERESTED DIRECTORS. No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that: (1) the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have, nonetheless, ratified and approved such contract or transaction (such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given); or (2) the conditions of WY Stat § 17-16-862.

Section 4. NAME AND ADDRESS. The name and post office address of the first Board of Directors which shall consist of one (1) person who shall hold office until his successors are duly elected and qualified, are as follows:

NAME	ADDRESS
Gregg C. E. Johnson	605 W. Knox Rd., Suite 202 Tempe, AZ 85284

**ARTICLE VIII**

**BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the stockholders to adopt, alter, amend or repeal the Bylaws.

**ARTICLE IX**

**PLACE OF MEETING; CORPORATE BOOKS**

Subject to the laws of the State of Wyoming, the stockholders and the directors shall have power to hold their meetings, and the directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Wyoming, at such place or places as may from time to time be designated in the Bylaws or by appropriate resolution.

**ARTICLE X**

**AMENDMENT OF ARTICLES**

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Wyoming, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

**ARTICLE XI**

**LIMITATION OF DIRECTORS' LIABILITY**

A director shall have no liability to the Corporation or its stockholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating the WBCA, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Wyoming Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by Wyoming Business Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

## **ARTICLE XII**

### **INDEMNIFICATION**

Section 1. **RIGHT TO INDEMNIFICATION.** Each person (including here and hereinafter, the heirs, executors, administrators or estate of such person) (1) who is or was a director or officer of the Corporation or who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, or (2) who is or was an agent or employee (other than an officer) of the Corporation and as to whom the Corporation has agreed to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee, or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

Section 2. **SAVINGS CLAUSE.** If this Article XII or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation to the fullest extent permitted by all portions of this Article VI that has not been invalidated and to the fullest extent permitted by law.

## **ARTICLE XIII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation shall be: 412 N. Main Street, Suite 100 Buffalo, Wyoming 82834. The name of the initial registered agent is: Registered Agents Inc. Either the registered agent or the registered office may be changed in the manner permitted by law.

## **ARTICLE XIV**

### **PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

The initial principal office address and the mailing address shall be: 605 W. Knox Rd., Suite 202 Tempe, AZ 85284. The principal office address and the mailing address may be changed in the manner permitted by law.

**ARTICLE XV**

**INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are as follows:

<b>NAME</b>	<b>ADDRESS</b>
Gregg C. E. Johnson	605 W. Knox Rd., Suite 202 Tempe, AZ 85284

**IN WITNESS WHEREOF**, the above-named incorporator, for the purpose of forming a corporation under the Laws of the State of Wyoming, does make, file and record these Articles of Incorporation and certify that the facts stated herein are true and, thus, I have accordingly, set my hand at Tempe, Arizona this 27<sup>th</sup> day of June, 2016.

**VIVOS THERAPEUTICS, INC.**

By: \_\_\_\_\_  
Name: Gregg C. E. Johnson  
Title: Incorporator & Director

Contact Person: Gregg C. E. Johnson  
Phone: 602-478-2929  
Email: gjohnson@summitcapusa.com



**NOTARIAL CERTIFICATE**

STATE OF ARIZONA        )  
                                  )  
MARICOPA COUNTY        )        SS.

I, Donna S. Moore, a Notary Public in and for Maricopa County, AZ, do hereby certify that on 27<sup>th</sup> day of June, 2016, personally appeared before me, Gregg C. E. Johnson, who being by me first duly sworn, declared that he is the person who signed the forgoing document as incorporator, that it was his free and voluntary act and deed and that the statements therein contained are true.

WITNESS my hand and official seal

My commission expires: \_\_\_\_\_

\_\_\_\_\_  
Donna S. Moore, Notary Public