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FILE **Ohio**

**Public Utilities
Commission**

1A-134D-EL-AGG

Initial Filing Instructions for Electric Aggregators/Power Brokers

I. Where To File: Applications should be sent to: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

II. What To File: Applicant must submit one original notarized application signed by a principal officer and three copies including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. For example, Exhibit C-10 should be marked "Exhibit C-10 "Corporate Structure." All pages should be numbered and attached in a sequential order.

III. Which Forms To File: Entities other than governmental aggregators that will aggregate customers or provide power-brokering services must file a "**Certification Application for Aggregators/Power Brokers**" form. Governmental aggregators must file a "**Certification Application for Governmental Aggregators**" form. If an aggregator will provide power marketing and/or retail electric generation services in addition to aggregation and power brokering services, it must file a "**Certification Application for Retail Generation Providers, Power Marketers, and Power Brokers**" form. The following definitions are provided to assist applicants in determining which form(s) to file:

Aggregation - combining the electric load of multiple retail customers through an agreement with the customers or formation of a governmental aggregation pursuant to Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Aggregator - a person who contracts with customers to combine the customers' electric load for the purpose of purchasing retail electric generation service on an aggregated basis. The term does not include a governmental aggregator.

Governmental Aggregator - the legislative authority of a municipal corporation, the board of township trustees of a township, or a board of county commissioners of a county that aggregates the citizens of a municipal corporation, township, or unincorporated areas of a county in accordance with Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Power Broker - a person who assumes the contractual and legal responsibility for the sale and/or arrangement for the supply of retail electric generation service to a retail customer without taking title to the power supplied.

Power Marketer - a person who assumes the contractual and legal responsibility for the sale and provision of retail electric generation service to a retail customer who had title to the electric power provided at some point during the transaction.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.

The Public Utilities Commission of Ohio is an Equal Opportunity Employer and does not discriminate on the basis of race, color, sex, age, or disability. 6/14/19

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IV. Application Form: The application is available on the Commission's web site, www.puco.ohio.gov or directly from the Commission at: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.

V. Confidentiality: An applicant may file financial statements, financial arrangements, and forecasted financial statements under seal. If these exhibits are filed under seal, they will be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided.

An applicant may file a motion for a protective order for other information not filed under seal per the previous paragraph. If the motion is filed in conformance with rule 4901:1-24-07 of the Administrative Code, it shall be automatically approved on the thirty-first day after the date of filing and the information shall be afforded protective treatment for a period of six years from the date of the certificate for which the information is being provided, unless the commission or an attorney examiner appointed by the commission rules otherwise.

At the expiration of the six-year period provided for in the previous paragraphs, the information will be automatically released into the open record. An applicant wishing to extend a protective order beyond the six-year time period must comply with paragraph (F) of rule 4901-1-24 of the Administrative Code.

VI. Commission Process for Approval: An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete may cause delay in certification.

The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the application is deemed automatically approved on the 31st day after the official filing date. If the Commission suspends the application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information. The Commission shall act to approve or deny a suspended application within 90 days of the date that the application was suspended. Upon Commission approval, the applicant shall receive notification of approval and a numbered certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid.

Unless otherwise specified by the Commission, a competitive retail electric service provider's certificate is valid for a period of two years, beginning and ending on the dates specified on the



certificate. The applicant may renew its certificate in accordance with Rule 4901:1-24-09 of the Ohio Administrative Code.

CRES (competitive retail electric service) providers shall inform the Commission of any material change to the information supplied in a certification application within thirty days of such material change in accordance with Rule 4901:1-24-10 of the Ohio Administrative Code.

VII. Contractual Arrangements for Capability Standards: If the applicant is relying upon contractual arrangements with a third-party(ies) to meet any of the certification requirements, the applicant must provide with its application all of the following:

- The legal name of the party(ies) it is contracting with;
- A statement that a valid contract exists between the applicant and the third-party(ies);
- A detailed summary of the contract(s) including all services provided thereunder;
- The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

VIII. Questions: Questions regarding filing procedures should be directed to CRES@puc.state.oh.us

IX. Governing Law: The certification/renewal of competitive retail electric suppliers is governed by Chapter 4901:1-24 of the Ohio Administrative Code, Chapter 4901:1-21 of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code.



Public Utilities
Commission

14-1340-EL-AGG

PUBLIC USE ONLY		
Date Received	Case Number	Version
	EL-AGG	May 2016

INITIAL CERTIFICATION APPLICATION FOR ELECTRIC AGGREGATORS/ POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-12 Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may input information directly onto the form.
You may also download the form, by saving it to your local disk, for later use.

A. APPLICANT INFORMATION

A-1 Applicant intends to be certified as: (check all that apply)

☒ Power Broker ☐ Aggregator

A-2 Applicant's legal name, address, telephone number and web site address

Legal Name WattB, Inc.
Address 227 Bellevue Way NE # 871 Bellevue WA 98004-5721
Telephone # _____ Web site address (if any) wattbuy.com

A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name WattB, Inc.
Address 227 Bellevue Way NE # 871 Bellevue WA 98004-5721
Telephone # _____ Web site address (if any) wattbuy.com

A-4 List all names under which the applicant does business in North America

WattB, Inc
WattBuy

A-5 Contact person for regulatory or emergency matters

Name Naman Trivedi
Title Founder & CEO

Business address 1641 Nagle Pl Apt 318 Seattle, WA 98122

Telephone # (408) 582-3432

Fax # (408) 608-2847

E-mail address naman@wattb.com

A-6 Contact person for Commission Staff use in investigating customer complaints

Name Naman Trivedi

Title Founder & CEO

Business address 227 Bellevue Way NE # 871 Bellevue WA 98004-5721

Telephone # (408) 582-3432

Fax # (408) 608-2847

E-mail address naman@wattb.com

A-7 Applicant's address and toll-free number for customer service and complaints

Customer Service address 227 Bellevue Way NE #871

Toll-free Telephone # (866) 928-8289

Fax # (408) 608-2847

E-mail address info@wattbuy.com

A-8 Applicant's federal employer identification number # 824608589

A-9 Applicant's form of ownership (check one)

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☒ Corporation

☐ Other _____

A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

☒ First Energy

☒ Ohio Edison

☒ Toledo Edison

☒ Cleveland Electric Illuminating

☒ Duke Energy

☒ Monongahela Power

☒ American Electric Power

☒ Ohio Power

☒ Columbus Southern Power

☒ Dayton Power and Light

☒ Residential

☒ Residential

☒ Residential

☒ Residential

☒ Residential

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☐ Mercantile

☐ Industrial

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☐ Industrial

- A-11** Provide the approximate start date that the applicant proposes to begin delivering services
June 1, 2019

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12** **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13** **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14** **Exhibit A-14 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15** **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1** **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2** **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why. (This is generally only applicable to publicly traded companies who publish annual reports)

C-2 **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

C-3 Exhibit C-3 “Financial Statements,” provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's financial to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.,).

Renewal applicants can fulfill the requirements of Exhibit C-4 by providing a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU’s collateral requirements.

First time applicants or applicants whose certificate has expired as well as renewal applicants can meet the requirement by one of the following methods:

1. The applicant itself stating that it is investment grade rated by Moody’s, Standard & Poor’s or Fitch and provide evidence of rating from the rating agencies.
2. Have a parent company or third party that is investment grade rated by Moody’s, Standard & Poor’s or Fitch guarantee the financial obligations of the applicant to the LDU(s).
3. Have a parent company or third party that is not investment grade rated by Moody’s, Standard & Poor’s or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company’s financials must be included in the application if the applicant is relying on this option.
4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

If the applicant is not taking title to the electricity or natural gas, enter “N/A” in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

C-5 Exhibit C-5 “Forecasted Financial Statements,” provide two years of forecasted income statements for the applicant’s **ELECTRIC related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

- C-6** **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter "N/A" in Exhibit C-6.
- C-7** **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's credit report from Experion, Dun and Bradstreet or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter "N/A" for Exhibit C-7.
- C-8** **Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9** **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10** **Exhibit C-10 "Corporate Structure,"** provide a description of the applicant's corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

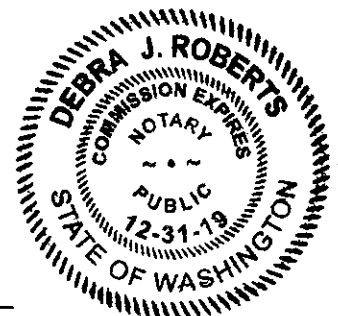

Signature of Applicant & Title

Sworn and subscribed before me this 16 day of April, 2019


Signature of official administering oath

Month Year
Debra J. Roberts
Print Name and Title

My commission expires on 12/31/2019



AFFIDAVIT

State of WA :

Bellevue ss.
(Town)

County of King :

Naman Trivedi
[Signature], Affiant, being duly sworn/affirmed according to law, deposes and says that:

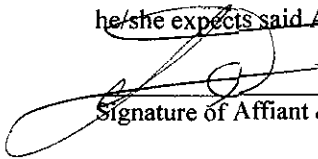
He/She is the CEO (Office of Affiant) of Wat+B, Inc (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if it pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

 CEO
Signature of Affiant & Title

Sworn and subscribed before me this 16th day of April, 2019
Month Year

Caleb H Olson
Signature of official administering oath

Caleb H Olson Notary
Print Name and Title

My commission expires on 6-1-22



Exhibit A-12 "Principal Officers, Directors & Partners" provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.

Naman Trivedi
Co-Founder & CEO
naman@wattb.com
address: 1641 Nagle Pl Apt 318 Seattle, WA 98122
phone: 408.582.3432

Ben Hood
Co-Founder & CTO
ben@wattb.com
address: 701 Racetrack Road, Benton, AR 72019
phone: (479) 966-9004



An electricity marketplace saving residents 40%+ on annual electricity costs

WattBuy, Inc

- Founded: August 2017
- Bellevue, WA
- TechStars Accelerator 2018
- U.S. Department of Energy
1st place Apps for Energy winner

Team

Naman Trivedi, Co-Founder & CEO

- Ex-Googler with renewable energy experience from work at the White House (Obama Admin) and Silicon Valley Leadership Group
- BS, International Economics
Georgetown University

Ben Hood, Co-Founder & CTO

- Veteran product management director with experience at AOL, Endgame, and Metabiota
- PhD, Astrophysics University of St. Andrews (Marshall Scholar)

Round Overview

- Funding Stage: Seed
- Capital Raised: \$1.2M
- Capital Seeking: \$1.5M
- Burn Rate: \$25K
- ARR: \$120K

Traction

- 5 Major Real Estate Partnerships
- 4000 paying customers
- 20 Electricity Provider signed on to platform

Contact

naman@wattb.com
wattbuy.com
twitter.com/wattbuy
facebook.com/wattbuy

Vision

WattBuy is the future of home electricity. Through an online electricity marketplace that provides cost optimization and eliminates consumer stress, WattBuy saves residents up to 40% on their home electricity plans by bringing transparency to a complex and frustrating market.

Customer Problem

Consumers are overpaying for electricity in excess of \$20 billion in the 17 US states that give residents the power to choose who provides their electricity. In Texas alone, there are 109 providers, each with 10-20 different plans. Information asymmetry coupled with underhanded marketing tactics frustrates cost-conscious customers, hiding the real savings found by switching providers.

Product

WattBuy.com is our electricity marketplace where users can enter their zip code, browse plans in their area, switch providers, and save up to \$300 a year on electricity costs. Additionally, our streamlined API allows real estate partners to integrate and provide residents with easy electricity setup.

Market Opportunity

Electricity deregulation represents a \$150 billion global market. 35 countries (including the US, UK, AUS, EU) have opened their electricity sectors to competition, providing residents and small business with collective savings potential of over \$80 billion. Our total available market consists of over 600 million households and 40 million businesses globally.

Competitive Advantage

We are an energy insights and intelligence business. By simplifying choice, building channel partnerships with real estate tech companies, and integrating with smart devices in the home, we are building a layer that will sit on top of deregulated markets, offering a one-stop shop for our users. Others have built transactional comparison websites which spend decades lowering digital acquisition costs, all while failing to address the issue of transparency or achieve retention.

Business Model

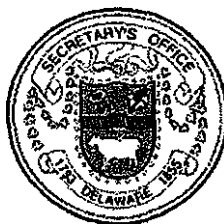
We are paid a referral commission when a user switches to a new provider - we've signed on 10 of the largest providers across the U.S. which pay us \$50 per switch with residual payments of \$4/month.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "WATTB, 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 EIGHTH DAY OF FEBRUARY, A.D. 2018.




Jeffrey W. Bullock, Secretary of State

6748902 8300

SR# 20180841223

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202119249

Date: 02-08-18

A-14.1

Delaware

The First State

Page 1

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 CONVERSION OF AN ARKANSAS LIMITED LIABILITY COMPANY UNDER THE NAME OF "WATTB, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "WATTB, LLC" TO "WATTB, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF FEBRUARY, A.D. 2018, AT 1:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



6748902 8100F
SR# 20180841223

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Jeffrey W. Bullock, Secretary of State

Authentication: 202119248
Date: 02-08-18

A-14.2

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Limited Liability Company first formed is Arkansas.
2. The jurisdiction immediately prior to filing this Certificate is Arkansas.
3. The date the Limited Liability Company first formed is October 16, 2013.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is WattB, LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is WattB, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 8th day of February, 2018.

By: 

Name: Naman Trivedi

Title: Chief Executive Officer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WATTB,
INC." FILED IN THIS OFFICE ON THE EIGHTH DAY OF FEBRUARY, A.D.
2018, AT 1:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO
THE NEW CASTLE COUNTY RECORDER OF DEEDS.



6748902 8100F
SR# 20180841223

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

Jeffrey W. Bullock, Secretary of State

Authentication: 202119248
Date: 02-08-18

A-14.4

**CERTIFICATE OF INCORPORATION
OF
WATTB, INC.**

(Pursuant to the General Corporation Law of the State of Delaware)

FIRST: The name of this corporation is WattB, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, DE 19801, and the name of the registered agent of the Corporation in the State of Delaware at the address is The Corporation Trust Company.

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 of the State of Delaware (the "General Corporation Law").

FOURTH: The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is twenty million (20,000,000) shares, (i) fifteen million (15,000,000) shares of which will be Common Stock (the "Common Stock") and (ii) five million (5,000,000) shares of which will be Preferred Stock (the "Preferred Stock"). The Common Stock will have a par value of \$0.0001 per share and the Preferred Stock will have a par value of \$0.0001 per share.

FIFTH: The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then-outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote (voting together as a single class on an as-if-converted basis), and the holders of Common Stock will not be entitled to vote on such matters as a separate class, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

The following is a statement of the designations and powers, privileges, and rights, and the qualifications, limitations, and restrictions thereof, in respect of each class of capital stock of the Corporation.

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 as set out in this Certificate.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of 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 Common Stock will not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of the affected series are entitled, either separately or together with the holders of one or more other series, to vote on such amendment pursuant to this Certificate or pursuant to the General Corporation Law. There will be no cumulative voting.

B. PREFERRED STOCK

1. General. The powers, privileges, rights, qualifications, limitations, restrictions, and other matters relating to the Preferred Stock will be set out in separate definitive documentation as required by the future issuance of Preferred Stock.

SIXTH: Subject to any additional vote required by this Certificate or the Bylaws, 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: Elections of directors need not be by written ballot.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, subject to the terms and conditions of the Bylaws. 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.

NINTH: To the fullest extent permitted by law, a director of the Corporation will 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 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will 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 by the stockholders will 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, the repeal or modification.

TENTH: 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 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 will not adversely affect any right or protection of any director, officer, or other agent of the Corporation existing at the time of the amendment, repeal, or modification.

ELEVENTH: The name and mailing address of the incorporator are as follows:

Naman Trivedi
2926 25th Avenue West

Seattle, WA 98199

[Signature on the following page.]



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

9568104

02-08-2018

PPGMR LAW PLLC

101 MORGAN KEEGAN SUITE A

LITTLE ROCK, AR 72202

ATTN: JAMIE FUGITT

DESCRIPTION	AMOUNT
6748902 - WATTB, INC. 0101J Foreign Entity to Dom Stock Corp	
Conversion Fee	\$115.00
Incorporation Fee	\$15.00
Receiving/Indexing	\$25.00
Surcharge Assessment-New Castle County	\$12.00
Page Assessment-New Castle County	\$54.00
Data Entry Fee	\$10.00
Court Municipality Fee, Wilm.	\$40.00
Expedite Fee, 24 Hour	\$100.00
Expedite Fee, 24 Hour	\$50.00
6748902 - WATTB, INC. 8100 Certified Copy - 1 Copies	
Certification Fee	\$100.00
6748902 - WATTB, INC. Entity Status - Short Form	
Certification Fee	\$50.00
Expedite Fee, 24 Hour	\$40.00
TOTAL CHARGES	\$611.00
TOTAL PAYMENTS	\$611.00
BALANCE	\$0.00

I, Naman Trivedi, for the purpose of forming a corporation under the laws of the State of Delaware, file this Certificate of Incorporation and certify that the facts stated herein are true.

WATTB, INC.

By: 

Name: Naman Trivedi

Title: Incorporator

Date: February 8, 2018

BYLAWS
OF
WATTB, INC.
(A DELAWARE CORPORATION)

**BYLAWS
OF
WATTB, INC.
(A DELAWARE CORPORATION)**

**ARTICLE 1
OFFICES**

Section 1.1. Registered Office. The registered office of the corporation in the State of Delaware will be the address set out on the Certificate of Incorporation of the corporation, as it may be amended or restated (the "Certificate"), or at such other place approved from time to time by the Board of Directors.

Section 1.2. Other Offices. The corporation will also maintain an office or principal place of business at such place as may be fixed by the Board of Directors, and may also have offices at such other places, both in and outside of the State of Delaware, as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE 2
CORPORATE SEAL**

Section 2.1. Corporate Seal. The Board of Directors may adopt a corporate seal. The corporate seal will bear the name of the corporation and the inscription "Corporate Seal Delaware." The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced, or otherwise.

**ARTICLE 3
STOCKHOLDERS' MEETINGS**

Section 3.1. Place of Meetings. Except as is otherwise required by and subject to the terms and conditions of the Certificate, meetings of the stockholders of the corporation may be held at such place, in or outside of the State of Delaware, as may be determined by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting will not be held at any place, but may instead be held solely by means of remote communication as provided under the Delaware General Corporation Law ("DGCL").

Section 3.2. Annual Meeting.

(a) Except as is otherwise required by and subject to the terms and conditions of the Certificate, the annual meeting of the stockholders of the corporation, for the purpose of election of directors and for such other business as may lawfully come before it, will be held on the date and at the time designated by the Board of Directors. Nominations of people for election to the Board of Directors of the corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders: (i) pursuant to the corporation's notice of meeting of stockholders; (ii) by or at the direction of the Board of Directors; or (iii) by any stockholder of the corporation who was a stockholder of record at the time of the notice provided for in the following paragraph, who is entitled to vote at the meeting and who complied with the notice procedures set out in Article 3, Section 3.2(b) below.

(b) At an annual meeting of the stockholders, only such business will be conducted as will have been properly brought before the meeting. For nominations or other business to be properly brought before an annual

meeting by a stockholder pursuant to clause (iii) of Section 3.2(a) above, (i) the stockholder must have given timely notice thereof in writing to the Secretary of the corporation, (ii) such other business must be a proper matter for stockholder action under the DGCL, (iii) if the stockholder, or the beneficial owner on whose behalf any such proposal or nomination is made, has provided the corporation with a Solicitation Notice (as defined in this Section 3.2(b)), such stockholder or beneficial owner must, in the case of a proposal, have delivered a proxy statement and form of proxy to holders of at least the percentage of the corporation's voting shares required under applicable law to carry any such proposal, or, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the corporation's voting shares reasonably believed by the stockholder or beneficial owner to be sufficient to elect the nominee or nominees proposed to be nominated by the stockholder, and must, in either case, have included in such materials the Solicitation Notice, and (iv) if no Solicitation Notice relating thereto has been timely provided pursuant to this section, the stockholder or beneficial owner proposing such business or nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section 3.2(b). To be timely, a stockholder's notice will be delivered to the Secretary of the corporation at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made. In no event will the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. A stockholder's notice must set out: (A) as to each person whom the stockholder proposed to nominate for election or reelection as a director all information relating to the person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "1934 Act") and Rule 14a-4(d) thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (B) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting the business at the meeting and any material interest in the business of the stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (1) the name and address of the stockholder, as they appear on the corporation's books, and of the beneficial owner, (2) the class and number of shares of the corporation that are owned beneficially and of record by the stockholder and the beneficial owner, and (3) whether either the stockholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of, in the case of the proposal, at least the percentage of the corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the corporation's voting shares to elect the nominee or nominees (an affirmative statement of such intent, a "Solicitation Notice").

(c) Notwithstanding anything in the second sentence of Section 3.2(b) above to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the corporation at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 3.2 will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it will be delivered to the Secretary of the corporation at the principal executive offices of the corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the corporation.

(d) Except as is otherwise required by and subject to the terms and conditions of the Certificate, only such persons who are nominated in accordance with the procedures set out in this Section 3.2 will be eligible to serve as directors and only such business will be conducted at a meeting of stockholders as will have been brought before the meeting in accordance with the procedures set out in this Section 3.2. Except as otherwise provided by law, the chairman of the meeting will have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set out in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws, to declare that such defective proposal or nomination will not be presented for stockholder action at the meeting and will be disregarded.

Section 3.3. Special Meetings.

(a) Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer, (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption) or (iv) by the holders of shares entitled to cast not less than twenty percent (20%) of the votes at the meeting. Special meetings of the stockholders will be held at such place, on such date, and at such time as the Board of Directors will fix.

(b) If a special meeting is properly called by any person(s) other than the Board of Directors, the request will be in writing, specifying the general nature of the business proposed to be transacted, and will be delivered personally or sent by certified or registered mail, return receipt requested, or by telegraphic or other facsimile transmission to the Chairman of the Board of Directors, the Chief Executive Officer, or the Secretary. No business may be transacted at the special meeting other than the business specified in the notice. The Board of Directors will determine the time and place of such special meeting, which will be held not less than thirty-five (35) nor more than one hundred twenty (120) days after the date of the receipt of the request. Upon determination of the time and place of the meeting, the officer receiving the request will cause notice to be given to the stockholders entitled to vote, in accordance with the provisions of Section 3.4 of this Bylaw below. Nothing contained in this paragraph (b) will be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

Section 3.4. Notice of Meetings. Except as otherwise provided by law, notice, given in writing or by electronic transmission, of each meeting of stockholders will be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting, such notice to specify the place, if any; the date and hour; in the case of special meetings, the purpose or purposes of the meeting; and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at any such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the corporation. Notice of the time, place, if any, and purpose of any meeting of stockholders may be waived in writing, signed by the person entitled to notice thereof or by electronic transmission by such person, either before or after such meeting, and will be waived by any stockholder by his attendance at the meeting in person, by remote communication, if applicable, or by proxy, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of a meeting will be bound by the proceedings of any such meeting in all respects as if due notice had been given.

Section 3.5. Quorum. At all meetings of stockholders, except where otherwise provided by statute or by the Certificate, or by these Bylaws, the presence, in person, by remote communication, if applicable, or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock entitled to vote will constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of stockholders may be adjourned either by the chairman of the meeting or by vote of the holders of a majority of the shares represented at the meeting, but no other business will be transacted at such meeting. The stockholders present at a duly called or convened meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Except as otherwise provided by statute, or by the Certificate or these Bylaws, in all matters other than the election of directors, the affirmative vote of a majority of shares present in person, by remote communication, if applicable, or represented by proxy duly authorized at the meeting and entitled to vote generally on the subject matter will be the act of the stockholders. Except as otherwise provided by statute, the Certificate, or these Bylaws, directors will be elected by a plurality of the votes of the shares present in person, by remote communication, if applicable, or represented by proxy duly authorized at the meeting and entitled to vote generally on the election of directors. Where a separate vote by a class or classes or series is required, except where otherwise provided by the statute or by the Certificate or these Bylaws, a majority of the outstanding shares of such class or classes or series, present in person, by remote communication, if applicable, or represented by proxy duly authorized, will constitute a quorum entitled to take action with respect to that vote on that matter. Except where otherwise provided by statute or by the Certificate or these Bylaws, the affirmative vote of the majority (plurality, in the case of the election of directors) of shares of such class or classes or series present in person, by remote communication, if applicable, or represented by proxy at the meeting will be the act of such class or classes or series.

Section 3.6. Adjournment and Notice of Adjourned Meetings. Any meeting of stockholders, whether annual or special, may be adjourned from time to time either by the chairman of the meeting or by the vote of a majority of the shares present in person, by remote communication, if applicable, or represented by proxy. When a meeting is adjourned to another time or place, if any, notice need not be given of the adjourned meeting if the time and place, if any, thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting will be given to each stockholder of record entitled to vote at the meeting.

Section 3.7. Voting Rights. For the purpose of determining the stockholders entitled to vote at any meeting of the stockholders, except as otherwise provided by law, only persons in whose names shares stand on the stock records of the corporation on the record date, as provided in Section 3.9 below, will be entitled to vote at any meeting of stockholders. Every person entitled to vote or execute consents will have the right to do so either in person, by remote communication, if applicable, or by an agent or agents authorized by a proxy granted in accordance with Delaware law. An agent so appointed need not be a stockholder. No proxy will be voted after one (1) year from its date of creation unless the proxy provides for a longer period.

Section 3.8. Joint Owners of Stock. If shares or other securities having voting power stand of record in the names of two (2) or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two (2) or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting will have the following effect: (a) if only one (1) votes, his act binds all; (b) if more than one (1) votes, the act of the majority so voting binds all; (c) if more than one (1) votes, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or may apply

to the Delaware Court of Chancery for relief as provided in Section 217(b) of the DGCL. If the instrument filed with the Secretary of the corporation shows that any such tenancy is held in unequal interests, a majority or split evenly for the purpose of subsection (c) will be a majority or split evenly in interest.

Section 3.9. List of Stockholders. The Secretary will prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list will be open to the examination of any stockholder, for any purpose germane to the meeting, provided that the information required to gain access to such list is provided with the notice of the meeting, or during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. The list will be open to examination of any stockholder during the time of the meeting as provided by law.

Section 3.10. Action Without Meeting.

(a) Unless otherwise provided in the Certificate, any action required by statute to be taken at any annual or special meeting of the stockholders, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, or by electronic transmission setting forth the action so taken, will be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

(b) Every written consent or electronic transmission will bear the date of signature of each stockholder who signs the consent, and no written consent or electronic transmission will be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered to the corporation in the manner herein required, written consents or electronic transmissions signed by a sufficient number of stockholders to take action are delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to a corporation's registered office will be by hand or by certified or registered mail, return receipt requested.

(c) Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent will be given to those stockholders who have not consented in writing or by electronic transmission and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of stockholders to take action were delivered to the corporation as provided in Section 228(c) of the DGCL. If the action which is consented to is such as would have required the filing of a certificate under any section of the DGCL if such action had been voted on by stockholders at a meeting thereof, then the certificate filed under such section will state, in lieu of any statement required by such section concerning any vote of stockholders, that written consent has been given in accordance with Section 228 of the DGCL.

(d) An electronic mail, facsimile, telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, will be deemed to be written, signed and dated for the purposes of this section, provided that any such electronic mail, facsimile, telegram, cablegram or other electronic transmission sets out or is delivered with information from which the corporation can determine (i) that the electronic mail, facsimile, telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder and (ii) the date on

which such stockholder or proxyholder or authorized person or persons transmitted the electronic mail, facsimile, telegram, cablegram or electronic transmission. The date on which such electronic mail, facsimile, telegram, cablegram or electronic transmission is transmitted will be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission will be deemed to have been delivered until such consent is reproduced in paper form and until such paper form will be delivered to the corporation by delivery to its registered office in the state of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to a corporation's registered office will be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by telegram, cablegram or other electronic transmission may be otherwise delivered to the principal place of business of the corporation or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by resolution of the board of directors of the corporation. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction will be a complete reproduction of the entire original writing.

Section 3.11. Organization.

(a) At every meeting of stockholders, the Chairman of the Board of Directors, or, if a Chairman of the Board of Directors has not been appointed or is absent, the President, or, if the President is absent, a chairman of the meeting chosen by a majority in interest of the stockholders entitled to vote, present in person or by proxy, will act as chairman. The Secretary, or, in his absence, an Assistant Secretary directed to do so by the President, will act as secretary of the meeting.

(b) The Board of Directors of the corporation will be entitled to make such rules or regulations for the conduct of meetings of stockholders as it will deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the chairman of the meeting will have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to stockholders of record of the corporation and their duly authorized and constituted proxies and such other persons as the chairman will permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at the meeting will be announced at the meeting. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of stockholders will not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE 4 DIRECTORS

Section 4.1. Number and Term of Office. Subject to the terms and conditions of the Certificate, the authorized number of directors of the corporation will be three (3) unless increased or decreased pursuant to the terms and conditions of the Certificate. Directors need not be stockholders unless so required by the Certificate. If for any cause, the directors will not have been elected at an annual meeting, they may be elected as soon thereafter as convenient.

Section 4.2. Powers. The powers of the corporation will be exercised, its business conducted and its property controlled by the Board of Directors, except as may be otherwise provided by statute or by the Certificate.

Section 4.3. Term of Directors. Subject to the terms and conditions of the Certificate, and subject the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, directors will be elected at each annual meeting of stockholders for a term of one year. Each director will serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors will shorten the term of any incumbent director.

Section 4.4. Vacancies. Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors will be filled in accordance with the terms and conditions of the Certificate, and subject to the rights of the holders of any series of Preferred Stock. Any director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor will have been elected and qualified. A vacancy in the Board of Directors will be deemed to exist under this Bylaw in the case of the death, removal or resignation of any director.

Section 4.5. Resignation. Any director may resign at any time by delivering his or her notice in writing or by electronic transmission to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board of Directors. If no such specification is made, it will be deemed effective at the pleasure of the Board of Directors. When one or more directors resign from the Board of Directors, effective at a future date, the vacancy will be filled in accordance with the terms and conditions of the Certificate, and subject to the rights of the holders of any series of Preferred Stock, and each director so chosen will hold office for the unexpired portion of the term of the director whose place will be vacated and until his successor will have been duly elected and qualified.

Section 4.6. Removal. Subject to the terms and conditions of the Certificate, and subject the rights of the holders of any series of Preferred Stock, the Board of Directors or any director may be removed from office at any time (i) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors or (ii) without cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation, entitled to vote generally at an election of directors.

Section 4.7. Meetings

(a) Regular Meetings. Unless otherwise restricted by the Certificate, regular meetings of the Board of Directors may be held at any time or date and at any place in or outside of the State of Delaware that has been designated by the Board of Directors and publicized among all directors, either orally or in writing, including a voice-messaging system or other system designated to record and communicate messages, facsimile, telegraph or telex, or by electronic mail or other electronic means. No further notice will be required for a regular meeting of the Board of Directors.

(b) Special Meetings. Unless otherwise restricted by the Certificate, special meetings of the Board of Directors may be held at any time and place in or outside of the State of Delaware whenever called by the Chairman of the Board of Directors, the President, or any director.

(c) Meetings by Electronic Communications Equipment. Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means will constitute presence in person at such meeting.

(d) Notice of Special Meetings. Notice of the time and place of all special meetings of the Board of Directors will be orally or in writing, by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, telegraph or telex, or by electronic mail or other electronic means, during normal business hours, at least twenty-four (24) hours before the date and time of the meeting. If notice is sent by US mail, it will be sent by first class mail, postage prepaid at least three (3) days before the date of the meeting. Notice of any meeting may be waived in writing or by electronic transmission at any time before or after the meeting and will be waived by any director by attendance at the meeting, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

(e) Waiver of Notice. The transaction of all business at any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, will be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present who did not receive notice will sign a written waiver of notice or will waive notice by electronic transmission. All such waivers will be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.8. Quorum and Voting.

(a) Unless the Certificate requires a greater number, a quorum of the Board of Directors will consist of a majority of the exact number of directors fixed from time to time by the Board of Directors in accordance with the Certificate; provided, however, at any meeting, whether a quorum be present or otherwise, a majority of the directors present may adjourn until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting.

(b) At each meeting of the Board of Directors at which a quorum is present, all questions and business will be determined by the affirmative vote of a majority of the directors present, unless a different vote be required by law, the Certificate or these Bylaws.

Section 4.9. Action Without Meeting. Unless otherwise restricted by the Certificate or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors or any such committee, as the case may be. The consents shall have the same force and effect as the unanimous consent of the Board of Directors at a meeting duly held. Such filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Section 4.10. Fees and Compensation. Subject to the terms and conditions of the Certificate, Directors will be entitled to such compensation for their services as may be approved by the Board of Directors, including, if so approved, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors. Nothing herein contained will be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

Section 4.11. Committees.

(a) Executive Committee. Subject to the terms and conditions of the Certificate, the Board of Directors may appoint an Executive Committee to consist of one (1) or more members of the Board of Directors. The Executive Committee, to the extent permitted by law and provided in a resolution of the Board of Directors, will have and may exercise all the powers and authority delegated to it by the Board of Directors; but no such committee will have the power or authority in reference to (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval, or (ii) adopting, amending, or repealing any bylaw of the corporation.

(b) Other Committees. Subject to the terms and conditions of the Certificate, the Board of Directors may, from time to time, appoint such other committees as may be permitted by law. Such other committees appointed by the Board of Directors will consist of one (1) or more members of the Board of Directors and will have such powers and perform such duties as may be prescribed by the resolution or resolutions creating such committees, but in no event will any such committee have the powers denied to the Executive Committee in these Bylaws.

(c) Term. Subject to the terms and conditions of the Certificate, the Board of Directors, subject to any requirements of any outstanding series of Preferred Stock and the provisions of subsections (a) or (b) of this Bylaw, may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The membership of a committee member will terminate on the date of his death or voluntary resignation from the committee or from the Board of Directors. Subject to the terms and conditions of the Certificate, the Board of Directors may at any time for any reason remove any individual committee member and the Board of Directors may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee. Subject to the terms and conditions of the Certificate, the Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee, and, in addition, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(d) Meetings. Unless the Board of Directors will otherwise provide, regular meetings of the Executive Committee or any other committee appointed pursuant to this section will be held at such times and places as are determined by the Board of Directors, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place which has been determined from time to time by such committee, and may be called by any director who is a member of such committee, upon notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be waived by any director by attendance at the meeting, except when the director attends such special meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise provided by the Board of Directors in the resolutions authorizing the creation of the committee, a majority of the authorized number of members of any such committee will constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present will be the act of such committee.

Section 4.12. Organization. At every meeting of the directors, the Chairman of the Board of Directors, or, if a Chairman of the Board of Directors has not been appointed or is absent, the President, or if the President is absent, the most senior Vice President (if a director) or, in the absence of any such person, a chairman of the meeting chosen by a majority of the directors present, will preside over the meeting. The Secretary, or in his absence, any Assistant Secretary directed to do so by the President, will act as secretary of the meeting.

ARTICLE 5 OFFICERS

Section 5.1. Officers Designated. The officers of the corporation will include, if and when designated by the Board of Directors, the Chief Executive Officer, the President, one or more Vice Presidents, the Secretary, the Chief Financial Officer, and the Treasurer, all of whom will be elected at the annual organizational meeting of the Board of Directors, Subject to the terms and conditions of the Certificate. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers, controllers and such other officers and agents with such powers and duties as it will deem necessary. The Board of Directors may assign such additional titles to one or more of the officers as it will deem appropriate. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the corporation will be fixed by or in the manner designated by the Board of Directors, Subject to the terms and conditions of the Certificate.

Section 5.2. Tenure and Duties of Officers.

(a) General. Subject to the terms and conditions of the Certificate, all officers will hold office at the pleasure of the Board of Directors and until their successors will have been duly elected and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

(b) Duties of Chairman of the Board of Directors. The Chairman of the Board of Directors, when present, will preside at all meetings of the stockholders and the Board of Directors. The Chairman of the Board of Directors will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors will designate from time to time. If there is no President, then the Chairman of the Board of Directors will also serve as the Chief Executive Officer of the corporation and will have the powers and duties prescribed in paragraph (c) of this Bylaw.

(c) Duties of President. The President will preside at all meetings of the stockholders and at all meetings of the Board of Directors, unless some other Chairman of the Board of Directors has been appointed and is present. Unless some other officer has been elected Chief Executive Officer of the corporation, the President will be the chief executive officer of the corporation and will, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the corporation. The President will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors will designate from time to time.

(d) Duties of Vice Presidents. The Vice Presidents may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. The Vice Presidents will perform other duties commonly incident to their office and will also perform such other duties and have such other powers as the Board of Directors or the President will designate from time to time.

(e) **Duties of Secretary.** The Secretary will attend all meetings of the stockholders and of the Board of Directors and will record all acts and proceedings thereof in the minute book of the corporation. The Secretary will give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors and any committee thereof requiring notice. The Secretary will perform all other duties provided for in these Bylaws and other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors will designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors or the President will designate from time to time.

(f) **Duties of Chief Financial Officer.** The Chief Financial Officer will keep or cause to be kept the books of account of the corporation in a thorough and proper manner and will render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the President, in accordance with the terms and conditions of the Certificate. The Chief Financial Officer, subject to the order of the Board of Directors, will have the custody of all funds and securities of the corporation. The Chief Financial Officer will perform other duties commonly incident to his office and will also perform such other duties and have such other powers as the Board of Directors or the President will designate from time to time. The President may direct the Treasurer or any Assistant Treasurer, or the Controller or any Assistant Controller to assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer, and each Treasurer and Assistant Treasurer and each Controller and Assistant Controller will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors or the President will designate from time to time.

Section 5.3. **Delegation of Authority.** The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

Section 5.4. **Resignations.** Any officer may resign at any time by giving notice in writing or by electronic transmission notice to the Board of Directors or to the President or to the Secretary. Any such resignation will be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation will become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation will not be necessary to make it effective. Any resignation will be without prejudice to the rights, if any, of the corporation under any contract with the resigning officer.

Section 5.5. **Removal.** Any officer may be removed from office at any time, either with or without cause, by the affirmative vote or consent of a majority of the directors in office at the time, or by any committee or superior officers upon whom such power of removal may have been conferred by the Board of Directors.

ARTICLE 6

EXECUTION OF CORPORATE INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION

Section 6.1. **Execution of Corporate Instruments.** The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the corporation any corporate instrument or document, or to sign on behalf of the corporation the corporate name without limitation, or to enter into contracts on behalf of the corporation, except where otherwise provided by law or these Bylaws, and such execution or signature will be binding upon the corporation. All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation or in special accounts of the corporation will be signed by such person or persons as the Board of Directors will authorize so to do. Unless authorized or

ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee will have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 6.2. Voting of Securities Owned by the Corporation. All stock and other securities of other corporations owned or held by the corporation for itself, or for other parties in any capacity, will be voted, and all proxies with respect thereto will be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chairman of the Board of Directors, the Chief Executive Officer, the President, or any Vice President.

ARTICLE 7 SHARES OF STOCK

Section 7.1. Form and Execution of Certificates. Certificates for the shares of stock of the corporation will be in such form as is consistent with the Certificate and applicable law. Until such time that the corporation adopts an electronic share record platform, every holder of stock in the corporation will be entitled to have a certificate signed by or in the name of the corporation by the Chairman of the Board of Directors, or the President or any Vice President and by the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by such holder in the corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate will have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent, or registrar at the date of issue. Each certificate will state upon the face or back thereof, in full or in summary, all of the powers, designations, preferences, and rights, and the limitations or restrictions of the shares authorized to be issued or will, except as otherwise required by law, set out on the face or back a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation will send to the registered owner thereof a written notice containing the information required to be set out or stated on certificates pursuant to this section or otherwise required by law or with respect to this section a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 7.2. Lost Certificates. Until such time that the corporation adopts an electronic share record platform, a new certificate or certificates will be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of the lost, stolen, or destroyed certificate or certificates, or the owner's legal representative, to agree to indemnify the corporation in such manner as it will require or to give the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

Section 7.3. Transfers.

(a) Transfers of record of shares of stock of the corporation will be made only upon its books by the holders thereof, in person or by attorney duly authorized, and upon the surrender of a properly endorsed certificate

or certificates for a like number of shares. All transfers must be in accordance with the transfer restrictions, terms, and conditions of the Certificate.

(b) Subject to the Certificate, the corporation will have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the DGCL.

Section 7.4. Fixing Record Dates.

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix, in advance, a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date will, subject to applicable law, not be more than sixty (60) nor less than ten (10) days before the date of the meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders will be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders will apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date will not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action by written consent will, by written notice to the Secretary, request the Board of Directors to fix a record date. The Board of Directors will promptly, but in all events within ten (10) days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within ten (10) days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, will be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the corporation's registered office will be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting will be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted, and which record date will be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose will be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 7.5. Registered Stockholders. The corporation will be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and will not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it will have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE 8 OTHER SECURITIES OF THE CORPORATION

Section 8.1. Execution of Other Securities. All bonds, debentures and other corporate securities of the corporation, other than stock certificates (covered in Article 7), may be signed by the Chairman of the Board of Directors, the President or any Vice President, or such other person as may be authorized by the Board of Directors, and the corporate seal impressed thereon or a facsimile of such seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Chief Financial Officer or Treasurer or an Assistant Treasurer; provided, however, that where any such bond, debenture or other corporate security will be authenticated by the manual signature, or where permissible facsimile signature, of a trustee under an indenture pursuant to which such bond, debenture or other corporate security will be issued, the signatures of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons. Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, will be signed by the Treasurer or an Assistant Treasurer of the corporation or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who will have signed or attested any bond, debenture or other corporate security, or whose facsimile signature will appear thereon or on any such interest coupon, will have ceased to be such officer before the bond, debenture or other corporate security so signed or attested will have been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the corporation and issued and delivered as though the person who signed the same or whose facsimile signature will have been used thereon had not ceased to be such officer of the corporation.

ARTICLE 9 DIVIDENDS

Section 9.1. Declaration of Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the Certificate and applicable law, if any, may be declared by the Board of Directors at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate and applicable law.

Section 9.2. Dividend Reserve. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board of Directors will think conducive to the interests of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE 10 FISCAL YEAR

Section 10.1. Fiscal Year. The fiscal year of the corporation will be fixed by resolution of the Board of Directors.

ARTICLE 11 INDEMNIFICATION

Section 11.1. Indemnification of Directors, Executive Officers, Other Officers, Employees and Other Agents.

(a) Directors and Executive Officers. The corporation will indemnify its directors and executive officers (for the purposes of this Article 11, "executive officers" will have the meaning defined in Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended) to the fullest extent allowed by the DGCL and other applicable law; except, however, that the corporation may modify the scope of indemnification by individual contracts with directors and executive officers. The corporation will not be required to indemnify any director or executive officer in connection with any proceeding (or part thereof) initiated by such person unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors of the corporation, (iii) such indemnification is provided by the corporation, in its sole discretion, pursuant to the powers vested in the corporation under the DGCL or any other applicable law or (iv) such indemnification is required to be made under subsection (d).

(b) Other Officers, Employees and Other Agents. The corporation will have power to indemnify its other officers, employees and other agents as set out in the DGCL or any other applicable law. The Board of Directors will have the power to delegate the determination of whether indemnification will be given to any such person except executive officers to such officers or other persons as the Board of Directors will determine.

(c) Expenses. The corporation will advance to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or executive officer, of the corporation, or is or was serving at the request of the corporation as a director or executive officer of another corporation, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request therefor, all expenses incurred by any director or executive officer in connection with such proceeding; provided, however, that, if the DGCL requires, an advancement of expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) will be made only upon delivery to the corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it will ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Bylaw or otherwise. Notwithstanding the foregoing, unless otherwise determined pursuant to paragraph (e) of this Bylaw, no advance will be made by the corporation to an executive officer of the corporation (except by reason of the fact that such executive officer is or was a director of the corporation, in which event this paragraph will not apply) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made (i) by a majority vote of a quorum consisting of directors who were not parties to the proceeding, even if not a quorum, or (ii) by a committee of such directors designated by a majority of such directors, even though less than a quorum, or (iii) if there are no such directors, or such directors so direct, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation.

(d) Enforcement. Without the necessity of entering into an express contract, all rights to indemnification and advances to directors and executive officers under this Bylaw will be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the corporation and the director or executive officer. Any right to indemnification or advances granted by this Bylaw to a director or

executive officer will be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is denied, in whole or in part, or (ii) no disposition of such claim is made within ninety (90) days of request therefor. The claimant in such enforcement action, if successful in whole or in part, will be entitled to be paid also the expense of prosecuting the claim. In connection with any claim for indemnification, the corporation will be entitled to raise as a defense to any such action that the claimant has not met the standards of conduct that make it permissible under the DGCL or any other applicable law for the corporation to indemnify the claimant for the amount claimed. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set out in the DGCL or any other applicable law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

(e) Non-Exclusivity of Rights. The rights conferred on any person by this Bylaw will not be exclusive of any other right which such person may have or hereafter acquire under any applicable statute, provision of the Certificate, Bylaws, vote of stockholders or disinterested directors or otherwise, both as to action in official capacity and as to action in another capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the DGCL or any other applicable law.

(f) Survival of Rights. The rights conferred on any person by this Bylaw will continue as to a person who has ceased to be a director, or executive officer and will inure to the benefit of the heirs, executors and administrators of such a person.

(g) Insurance. To the fullest extent permitted by the DGCL, or any other applicable law, the corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Bylaw.

(h) Amendments. Any repeal or modification of this Bylaw will only be prospective and will not affect the rights under this Bylaw in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.

(i) Saving Clause. If this Bylaw or any portion hereof will be invalidated on any ground by any court of competent jurisdiction, then the corporation will nevertheless indemnify each director and executive officer to the full extent not prohibited by any applicable portion of this Bylaw that will not have been invalidated, or by any other applicable law. If this Bylaw will be invalid due to the application of the indemnification provisions of another jurisdiction, then the corporation will indemnify each director and executive officer to the full extent under applicable law.

(j) Certain Definitions. For the purposes of this Bylaw, the following definitions will apply:

(1) The term "proceeding" will be broadly construed and will include, without limitation, the investigation, preparation, prosecution, defense, settlement, arbitration and appeal of, and the giving of testimony in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

(2) The term “expenses” will be broadly construed and will include, without limitation, court costs, attorneys’ fees, witness fees, fines, amounts paid in settlement or judgment and any other costs and expenses of any nature or kind incurred in connection with any proceeding.

(3) The term the “corporation” will include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, will stand in the same position under the provisions of this Bylaw with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(4) References to a “director,” “executive officer,” “officer,” “employee,” or “agent” of the corporation will include, without limitation, situations where such person is serving at the request of the corporation as, respectively, a director, executive officer, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(5) References to “other enterprises” will include employee benefit plans; references to “fines” will include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” will include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan will be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Bylaw.

ARTICLE 12

NOTICES

Section 12.1. Notices.

(a) Notice to Stockholders. Written notice to stockholders of stockholder meetings will be given as provided in Article 3 of these Bylaws. Without limiting the manner by which notice may otherwise be given effectively to stockholders under any agreement or contract with such stockholder, and except as otherwise required by law, written notice to stockholders for purposes other than stockholder meetings may be sent by United States mail or nationally recognized overnight courier, or by facsimile, telegraph or telex or by electronic mail or other electronic means.

(b) Notice to Directors. Any notice required to be given to any director may be given by the method stated in subsection (a), or as provided for in Article 4 of these Bylaws. If such notice is not delivered personally, it will be sent to such address as such director will have filed in writing with the Secretary, or, in the absence of such filing, to the last known post office address of such director.

(c) Affidavit of Mailing. An affidavit of mailing, executed by a duly authorized and competent employee of the corporation or its transfer agent appointed with respect to the class of stock affected or other agent, specifying the name and address or the names and addresses of the stockholder or stockholders, or director or

directors, to whom any such notice or notices was or were given, and the time and method of giving the same, will in the absence of fraud, be prima facie evidence of the facts therein contained.

(d) **Methods of Notice.** It will not be necessary that the same method of giving notice be employed in respect of all recipients of notice, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others.

(e) **Notice to Person with Whom Communication Is Unlawful.** Whenever notice is required to be given, under any provision of law or of the Certificate or Bylaws of the corporation, to any person with whom communication is unlawful, the giving of such notice to such person will not be required and there will be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which will be taken or held without notice to any such person with whom communication is unlawful will have the same force and effect as if such notice had been duly given. In the event that the action taken by the corporation is such as to require the filing of a certificate under any provision of the DGCL, the certificate will state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

(f) **Notice to Stockholders Sharing an Address.** Except as otherwise prohibited under DGCL, any notice given under the provisions of DGCL, the Certificate or the Bylaws will be effective if given by a single written notice to stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. Such consent will have been deemed to have been given if such stockholder fails to object in writing to the corporation within 60 days of having been given notice by the corporation of its intention to send the single notice. Any consent will be revocable by the stockholder by written notice to the corporation.

ARTICLE 13 AMENDMENTS

Section 13.1. **Amendments.** The Board of Directors is expressly empowered to adopt, amend, or repeal Bylaws of the corporation. The stockholders will also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by the Certificate, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, will be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

ARTICLE 14 RIGHT OF FIRST REFUSAL

Section 14.1. **Right of First Refusal.** No holder of capital stock of the corporation will sell, assign, pledge, or in any manner transfer any of the shares of capital stock of the corporation or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise, except by a transfer which meets the requirements set out in the Right of First Refusal and Co-Sale Agreement of the stockholders and the corporation. Any sale or transfer, or purported sale or transfer, of securities of the corporation will be null and void unless the terms, conditions, and provisions of this bylaw are strictly observed and followed. The certificates representing shares of stock of the corporation will bear on their face a legend disclosing the right of first refusal in effect.

ARTICLE 15
LOANS TO OFFICERS

Section 15.1. Loans to Officers. Except as otherwise prohibited under applicable law, and subject to the Certificate, the corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a director of the corporation or its subsidiaries, whenever, in the judgment of the Board of Directors, such loan, guarantee, or assistance may reasonably be expected to benefit the corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors will approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in these Bylaws will be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

ARTICLE 16
CONSTRUCTION

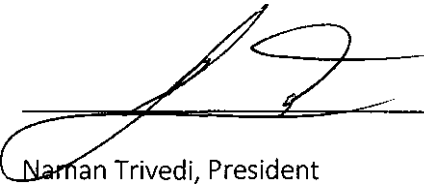
Section 16.1. Construction. Unless the context requires otherwise, the general provisions, definitions, and rules of construction in the DGCL will govern the construction and interpretation of these Bylaws. The singular number includes the plural, and vice versa. All pronouns used in these Bylaws will be deemed to refer to the masculine, feminine, and/or neuter, as the identity of the person(s) designated may require.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

CERTIFICATE OF ADOPTION

The foregoing Bylaws of the Corporation have been duly adopted as of February 8, 2018, by action of the Board of Directors and stockholders of the Corporation.

IN WITNESS, the undersigned President of the Corporation certifies the foregoing.



Naman Trivedi, President



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
06/05/2019	201915603044	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	99.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

WATTB, INC
227 BELLEVUE WAY NE #871
BELLEVUE, WA 98004

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
4344193

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
WATTB, INC

and, that said business records show the filing and recording of:

Document(s)

FOREIGN FOR PROFIT CORPORATION - LICENSE

Effective Date: 06/05/2019

Document No(s):

201915603044

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
5th day of June, A.D. 2019.



Ohio Secretary of State

Exhibit B-1 "Jurisdictions of Operation," provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.

WattB, Inc is currently operating in Texas and Pennsylvania. Texas does not require retail licenses for WattB's services and Pennsylvania does not require licenses if companies are marketing only one retail provider. WattB, Inc is operating in Pennsylvania with one retail provider and has a pending "Electric Generation Supply" application to expand operations.

(see Back for B-2

Exhibit B-2 "Experience & Plans," provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

WattBuy is an energy intelligence and insights service that allows residents to compare and switch electricity plans in order to save money. Using machine learning to predict electricity usage, the WattBuy platform provides customers with smart recommendations of electricity suppliers, smart home devices, energy storage, and rooftop solar systems. The WattBuy vision is to provide the energy foundation for the connected home.

WattB is creating a web-based marketplace, and our service is free for end consumers. WattB is paid a referral fee by the ESCOs, ranging from zero to \$60 per customer, sometimes with a separate residual fee, paid monthly as long as the customers remain with the referred ESCO.

WattB is primarily a digital platform, so WattB is focused mainly on digital marketing opportunities, broadly grouped into advertising platforms and partnerships. WattB will first focus marketing on internet search engines and social media properties, including google, bing, facebook, and others. WattB will purchase ads on these platforms targeted at specific locations. For example, customers in Columbus who have searched for "cheaper electricity" might see an advertisement for our AEP page.

Secondly, WattB will sign partnership agreements with existing businesses to advertise our electricity offerings to their existing customer base. It will primarily be digital partnerships, where WattB can advertise with an existing business's mobile app or digital customer flow. WattB would power the platform for these partners to show their customers electricity deals, and in exchange, WattB would provide WattB do not plan on any door-to-door marketing, television advertising, billboards, or other real world marketing.

Exhibit B-3 "Summary of Experience," provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

WattBuy has been providing aggregating services since 2017, primarily in Texas, Pennsylvania, and New York. It has partnered with more than 15 REPs in these markets to successfully help residents choose electricity providers. We have served all distributor regions of TX, PA, and NY, and served about 1000 customers.

Exhibit C-1 "Annual Reports," provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why. (This is generally only applicable to publicly traded companies who publish annual reports)

WattB, Inc. does not produce Annual Reports to Shareholders. WattB, Inc. is not a publicly traded company.

(See Back for C-2)

Exhibit C-2 “SEC Filings,” provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

WattB, Inc. is not required to submit 10-K/8-K Filings with the SEC because WattB, Inc. is not a publicly traded company.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 9.x products and later products, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

Exhibit C-3 "Financial Statements" 2018 Tax Return(s)

Prepared for WATTB INC
 CLIENT CODE: 20232000

Account Number 759194
Release Number 2018.03030

Prepared by LANDMARK PLC, CPAS
 2003 SOUTH HORSEBARN ROAD, SUITE 4
 ROGERS, AR
 72758

 (479) 636-4461

Processing Date: 04/01/2019
 Time: 11:29:09

**Special
Instructions**

Messages

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 9.x products and later products, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

FEDERAL NON-FILEABLE FORMS

Return Information

INFORMATIONAL

- Form 1120, Schedule K. Entry for Question 15a "Did the corporation make any payments in 2018 that would require it to file Form(s) 1099" is left blank. The default answer "No" is assumed. To change this assumption, make an entry on the Miscellaneous Information section of the Basic Data worksheet. (37701)
Signed-off by mlewis at 03/25/2019 07:04:48PM
- Form 1120W. The current tax year was less than 12 months. The current year's tax cannot be used in calculating next year's estimates. Use the Federal Estimates and Application of Overpayment section of the Estimates and Application of Overpayment worksheet to indicate next year's income (loss). (30229)
Signed-off by mlewis at 03/25/2019 07:04:45PM
- Form 4626 is suppressed. This is an initial return, the corporation may qualify as a small corporation exempt from the AMT regardless of the gross receipts tests. If it does not qualify for small corporation exemption, check the appropriate field on the Small Corporation Gross Receipts Tests section of the Alternative Minimum Tax worksheet. (30186)
Signed-off by mlewis at 03/25/2019 07:05:00PM
- Electronic Filing. Form 1120. A short period return has been indicated, if this return is not a short year return please enter a 'N' on Basic Data worksheet, General section, Short Year - override field to override the short year election. (36002)
Signed-off by mlewis at 03/25/2019 07:05:03PM
- Electronic Filing. This return has been selected for electronic filing. If a printed copy of the return is generated and electronic processing of the return is completed, do not mail the printed copy of the return to the IRS. Form 8879-C must be retained by the electronic return originator for three years. (39494)
Signed-off by mlewis at 03/25/2019 07:05:09PM

20232000

Input Override Report

04/01/19

Worksheet: Basic Data

Section: Miscellaneous Information

Satisfy 8990 3 conditions-O/R.....Yes

Worksheet: Business

Section: Deductions

Compensation of officers - O/R.....3,000

Tax Balance Summary

Name	Identification number
WATTB INC	82-4608589

An amount other than 0 in the difference column may indicate the return is out of balance. N/A indicates non-applicable item.

	Total	Difference
Balance Sheet		
Beginning Assets	0.	
Beginning Liabilities & Equity	0.	0.
Ending Assets	100,854.	
Ending Liabilities & Equity	100,854.	0.
Unappropriated Retained Earnings		
Schedule L	-19,146.	
Schedule M-2	-19,146.	0.
Income (Loss) per Books		
Schedule M-1	-19,146.	
Schedule M-2	-19,146.	0.
Schedule M-3, Part I, Line 11		
Schedule M-3, Part II, reconciliation totals, column A		N/A
Schedule M-3, Part I, Line 11		
Schedule M-2		N/A
Taxable Income (Loss)		
Before NOL and Special Deductions	-19,146.	
Schedule M-1	-19,146.	0.
Before NOL and Special Deductions		
Schedule M-3, Part II, reconciliation totals, column D		N/A
Cost of Goods Sold		
On Return		
Schedule M-3, Part II per return		N/A
Schedule M-3, Part II per books		
Form 8916-A per books		N/A
Schedule M-3, Part II per return		
Form 8916-A per return		N/A
Interest Income		
Schedule M-3, Part II per books		
Form 8916-A, Part II per books		N/A
Schedule M-3, Part II per return		
Form 8916-A, Part II per return		N/A
Interest Expense		
Schedule M-3, Part III per books		
Form 8916-A, Part III per books		N/A
Schedule M-3, Part III per return		
Form 8916-A, Part III per return		N/A

2018 Return Summary

WATTB INC

82-4608589

FEDERAL

TAXABLE INCOME
TOTAL TAX

-19,146.
0.

ADDITIONAL INFORMATION:

NET INCOME (LOSS) PER BOOKS
UNAPPROPRIATED RETAINED EARNINGS

-19,146.
-19,146.

C-3.6

2018 Return Summary

WATTB INC

82-4608589

ARKANSAS

TAXABLE INCOME

0.

TOTAL TAX

0.

C-3.7

2018 Return Summary

WATTB INC

82-4608589

	FEDERAL	ARKANSAS
FORM NAME	1120	AR1100CT
NUMBER OF SHAREHOLDERS	2	2
E-FILE REQUESTED	YES	YES
DUE DATE	04/15/19	04/15/19
EXTENDED DUE DATE		
DIRECT DEPOSIT	N/A	N/A
ELECTRONIC WITHDRAWAL	N/A	N/A
DATE CALCULATED	04/01/19	04/01/19
TIME CALCULATED	11:27:03	11:27:03
RELEASE VERSION	2018.03030	2018.03030
DATE EXPORTED	04/01/19	04/01/19
TIME EXPORTED	11:27:48	11:27:48
EXPORT VERSION	2018.03030	2018.03030

C-3.8

ELECTRONIC FILING STATUS REPORT

TAXING AUTHORITY	RETURN STATUS	ELECTRONIC FILING STATUS	DATE EXPORTED
FEDERAL - SHORT YEAR RETURN	QUALIFIED	READY TO RELEASE BY CUSTOMER	04/01/2019
ARKANSAS - SHORT YEAR RETURN	QUALIFIED	READY TO RELEASE BY CUSTOMER	04/01/2019

Electronic Filing History and Return Results

Taxing Authority FEDERAL		
Form		
Date	Prior Export 03/27/2019	Current Export 04/01/2019
Time	17:18:46	11:27:48
Release Number	2018.03020	2018.03030
Taxable Income	-19,146.	-19,146.
Tax	0.	0.
Refund / Balance Due	0.	0.

Taxing Authority ARKANSAS		
Form AR1100CT		
Date	Prior Export 03/27/2019	Current Export 04/01/2019
Time	17:18:46	11:27:48
Release Number	2018.03020	2018.03030
Taxable Income	0.	0.
Tax	0.	0.
Refund / Balance Due	0.	0.

Taxing Authority		
Form	Prior Export	Current Export
Date		
Time		
Release Number		
Taxable Income		
Tax		
Refund / Balance Due		

Taxing Authority		
Form	Prior Export	Current Export
Date		
Time		
Release Number		
Taxable Income		
Tax		
Refund / Balance Due		

Taxing Authority		
Form	Prior Export	Current Export
Date		
Time		
Release Number		
Taxable Income		
Tax		
Refund / Balance Due		

C-3.10

Landmark PLC, Certified Public Accountants
2003 S Horsebarn Road Ste 4, Rogers, Arkansas 72758
Phone (479) 636-4461 Fax (479) 631-2691
Web Site Www.Landmarkcpas.Com

April 1, 2019

Wattb Inc
227 Bellevue Way NE #871
Bellevue, WA 98004

Wattb Inc:

We have prepared and enclosed your 2018 Corporation income tax return for the year ended December 31, 2018.

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-C to our office. We will then submit your electronic return to the IRS. Do not mail the paper copy of the return to the IRS. Return federal Form 8879-C to us by April 15, 2019.

No payment is required with this return when filed.

A copy of the return is enclosed for your files. We suggest that you retain this copy indefinitely.

Sincerely,

John D. Evans

CARRYOVER DATA TO 2019

Name	Employer Identification Number
WATTB INC	82-4608589

Based on the information provided with this return, the following are possible carryover amounts to next year.

FEDERAL NET OPERATING LOSS	19,146.
----------------------------	---------

2018 DEPRECIATION AND AMORTIZATION REPORT

OTHER DEPRECIATION

OTHER

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
6	START UP COSTS	11/01/18	195	180M		42	40,986.				40,986.			455.	455.
7	ORGANIZATION COSTS	11/01/18	248	180M		42	3,160.				3,160.			35.	35.
	* TOTAL OTHER DEPRECIATION & AMORT						44,146.				44,146.	0.		490.	490.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						0.		0.	0.	0.	0.			0.
	ACQUISITIONS						44,146.		0.	0.	44,146.	0.			490.
	DISPOSITIONS						0.		0.	0.	0.	0.			0.
	ENDING BALANCE						44,146.		0.	0.	44,146.	0.			490.

Landmark PLC, Certified Public Accountants
2003 S Horsebarn Road Ste 4, Rogers, Arkansas 72758
Phone (479) 636-4461 Fax (479) 631-2691
Web Site Www.Landmarkcpas.Com

April 1, 2019

Wattb Inc
227 Bellevue Way NE #871
Bellevue, WA 98004

Wattb Inc:

We have prepared and enclosed your 2018 Arkansas Corporation income tax return for the year ended December 31, 2018.

The Arkansas Form AR1100CT return has been prepared for electronic filing. If you wish to have it transmitted electronically to the Dept. of Fin & Admin, please sign, date and return Form AR8453-C to our office. We will then submit the electronic return to the Dept. of Fin & Admin. Do not mail a paper copy of the return to the Dept. of Fin & Admin. Return Form AR8453-C to us by April 15, 2019.

No payment is required with this return when filed.

A copy of the return is enclosed for your files. We suggest that you retain this copy indefinitely.

Sincerely,

John D. Evans

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 9.x products and later products, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

FILEABLE FORMS

Form **8879-C**Department of the Treasury
Internal Revenue Service**IRS e-file Signature Authorization for Form 1120**

OMB No. 1545-0123

For calendar year 2018, or tax year beginning FEB 8, 2018, ending DEC 31, 2018

▶ Do not send to the IRS. Keep for your records.

▶ Go to www.irs.gov/Form8879C for the latest information.**2018**

Name of corporation

WATTB INC

Employer identification number

82-4608589**Part I Tax Return Information** (Whole dollars only)

1 Total income (Form 1120, line 11)	1	205.
2 Taxable income (Form 1120, line 30)	2	-19,146.
3 Total tax (Form 1120, line 31)	3	
4 Amount owed (Form 1120, line 35)	4	
5 Overpayment (Form 1120, line 36)	5	

Part II Declaration and Signature Authorization of Officer. Be sure to get a copy of the corporation's return.

Under penalties of perjury, I declare that I am an officer of the above corporation and that I have examined a copy of the corporation's 2018 electronic income tax return and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the corporation's electronic income tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the corporation's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the corporation's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the corporation's electronic income tax return and, if applicable, the corporation's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize **LANDMARK PLC, CPAS** to enter my PIN **20232**
ERO firm name do not enter all zeros

as my signature on the corporation's 2018 electronically filed income tax return.

☐ As an officer of the corporation, I will enter my PIN as my signature on the corporation's 2018 electronically filed income tax return.

Officer's signature ▶ Date ▶ Title ▶ **CHIEF EXECUTIVE OFFI****Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.

71308538831

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2018 electronically filed income tax return for the corporation indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ Date ▶ **04/01/19**

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-C** (2018)

LHA

C-3.16

Form **1120****U.S. Corporation Income Tax Return**
For calendar year 2018 or tax year beginning **FEBRUARY 8, 2018**, ending **DECEMBER 31, 2018**

OMB No. 1545-0123

2018Department of the Treasury
Internal Revenue ServiceGo to www.irs.gov/Form1120 for instructions and the latest information.**A Check if:**

- 1a Consolidated return (attach Form 851) ☐
b Life/nonlife consolidated return ☐
2 Personal holding co. (attach Sch. PH) ☐
3 Personal service corp. (see instructions) ☐
4 Schedule M-3 attached ☐

**TYPE
OR
PRINT**

Name

WATTB INC

Number, street, and room or suite no. If a P.O. box, see instructions.

227 BELLEVUE WAY NE #871

City or town, state or province, country, and ZIP or foreign postal code

BELLEVUE, WA 98004**B** Employer identification number**82-4608589****C** Date incorporated**02/08/2018****D** Total assets (see instructions)**\$ 100,854.****E** Check if: (1) ☒ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a Gross receipts or sales	1a	205.
	b Returns and allowances	1b	
	c Balance. Subtract line 1b from line 1a	1c	205.
	2 Cost of goods sold (attach Form 1125-A)	2	
	3 Gross profit. Subtract line 2 from line 1c	3	205.
	4 Dividends and inclusions (Schedule C, line 23, column (a))	4	
	5 Interest	5	
	6 Gross rents	6	
	7 Gross royalties	7	
	8 Capital gain net income (attach Schedule D (Form 1120))	8	
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9	
10 Other income (attach statement)	10		
11 Total income. Add lines 3 through 10	11	205.	
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (attach Form 1125-E)	12	3,000.
	13 Salaries and wages (less employment credits)	13	
	14 Repairs and maintenance	14	
	15 Bad debts	15	
	16 Rents	16	172.
	17 Taxes and licenses	17	614.
	18 Interest (see instructions)	18	
	19 Charitable contributions	19	
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	20	
	21 Depletion	21	
	22 Advertising	22	
	23 Pension, profit-sharing, etc., plans	23	
	24 Employee benefit programs	24	
	25 Reserved for future use	25	
	26 Other deductions (attach statement)	26	15,565.
	27 Total deductions. Add lines 12 through 26	27	19,351.
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11	28	-19,146.
29a Net operating loss deduction (see instructions)	29a		
b Special deductions (Schedule C, line 24, column (c))	29b		
c Add lines 29a and 29b	29c		
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28. See instructions	30	-19,146.
	31 Total tax (Schedule J, Part I, line 11)	31	0.
	32 2018 net 965 tax liability paid (Schedule J, Part II, line 12)	32	
	33 Total payments, credits, and section 965 net tax liability (Schedule J, Part III, line 23)	33	
	34 Estimated tax penalty. See instructions. Check if Form 2220 is attached <input type="checkbox"/>	34	
	35 Amount owed. If line 33 is smaller than the total of lines 31, 32, and 34, enter amount owed	35	0.
	36 Overpayment. If line 33 is larger than the total of lines 31, 32, and 34, enter amount overpaid	36	
37 Enter amount from line 36 you want: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	37		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer

Date

CHIEF EXECUTIVE OFFICERMay the IRS discuss this return with the preparer shown below? ☒ Yes ☐ No**Paid**Print/Type preparer's name
JOHN D. EVANS

Preparer's signature

Date
04/01/19Check if self-employed ☐PTIN
P00736358**Preparer**Firm's name **LANDMARK PLC, CPAS**Firm's EIN **71-0355269****Use Only**Firm's address **2003 SOUTH HORSEBARN ROAD, SUITE 4
ROGERS, AR 72758**Phone no.
(479) 636-4461

Schedule C Dividends, Inclusions, and Special Deductions (see instructions)	(a) Dividends and inclusions	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		50	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		65	
3 Dividends on certain debt-financed stock of domestic and foreign corporations		see instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		23.3	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		26.7	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		50	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		65	
8 Dividends from wholly owned foreign subsidiaries		100	
9 Subtotal. Add lines 1 through 8		see instructions	
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Foreign-source portion of dividends received from a specified 10%-owned foreign corporation (excluding hybrid dividends) (see instructions)		100	
14 Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, 12, or 13 (including any hybrid dividends)			
15 Section 965(a) inclusion		see instructions	
16a Subpart F inclusions derived from the sale by a controlled foreign corporation (CFC) of the stock of a lower-tier foreign corporation treated as a dividend (attach Form(s) 5471) (see instructions)		100	
b Subpart F inclusions derived from hybrid dividends of tiered corporations (attach Form(s) 5471) (see instructions)			
c Other inclusions from CFCs under subpart F not included on line 15, 16a, 16b, or 17 (attach Form(s) 5471) (see instructions)			
17 Global intangible Low-Taxed income (GILTI) (attach Form(s) 5471 and Form 8992)			
18 Gross-up for foreign taxes deemed paid			
19 IC-DISC and former DISC dividends not included on line 1, 2, or 3			
20 Other dividends			
21 Deduction for dividends paid on certain preferred stock of public utilities			
22 Section 250 deduction (attach Form 8993)			
23 Total dividends and inclusions. Add lines 9 through 20. Enter here and on page 1, line 4			
24 Total special deductions. Add lines 9 through 22, column (c). Enter here and on page 1, line 29b			

Form **1120** (2018)

Schedule J Tax Computation and Payment (see instructions)**Part I - Tax Computation**

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))		
2	Income tax. See instructions	2	0.
3	Base erosion minimum tax (attach Form 8991)	3	
4	Add lines 2 and 3	4	0.
5a	Foreign tax credit (attach Form 1118)	5a	
b	Credit from Form 8834 (see instructions)	5b	
c	General business credit (attach Form 3800)	5c	
d	Credit for prior year minimum tax (attach Form 8827)	5d	
e	Bond credits from Form 8912	5e	
6	Total credits. Add lines 5a through 5e	6	
7	Subtract line 6 from line 4	7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))	8	
9a	Recapture of investment credit (attach Form 4255)	9a	
b	Recapture of low-income housing credit (attach Form 8611)	9b	
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c	
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d	
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e	
f	Other (see instructions - attach statement)	9f	
10	Total. Add lines 9a through 9f	10	
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	11	0.

Part II - Section 965 Payments (see instructions)

12	2018 net 965 tax liability paid from Form 965-B, Part II, column (k), line 2. Enter here and on page 1, line 32	12	
----	---	----	--

Part III - Payments, Refundable Credits, and Section 965 Net Tax Liability

13	2017 overpayment credited to 2018	13	
14	2018 estimated tax payments	14	
15	2018 refund applied for on Form 4466	15	()
16	Combine lines 13, 14, and 15	16	
17	Tax deposited with Form 7004	17	
18	Withholding (see instructions)	18	
19	Total payments. Add lines 16, 17, and 18	19	
20	Refundable credits from:		
a	Form 2439	20a	
b	Form 4136	20b	
c	Form 8827, line 8c	20c	
d	Other (attach statement - see instructions)	20d	
21	Total credits. Add lines 20a through 20d	21	
22	2018 net 965 tax liability from Form 965-B, Part I, column (d), line 2. See instructions	22	
23	Total payments, credits, and section 965 net tax liability. Add lines 19 and 21, and 22. Enter here and on page 1, line 33	23	

Form 1120 (2018)

Schedule K Other Information (see instructions)

1 Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) _____	Yes	No
2 See the instructions and enter the: a Business activity code no. 221100 b Business activity ELECTRICITY MARKETPL c Product or service ELECTRICITY BROKER		
3 Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? _____ If "Yes," enter name and EIN of the parent corporation _____		X
4 At the end of the tax year: a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G) _____ b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G) _____		X
5 At the end of the tax year, did the corporation: a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions _____ If "Yes," complete (i) through (iv) below.		X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions _____ If "Yes," complete (i) through (iv) below.		
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization
6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316 _____ If "Yes," file Form 5452, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		
7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? _____ For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned _____ and (b) Owner's country _____ (c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached _____		
8 Check this box if the corporation issued publicly offered debt instruments with original issue discount _____ If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
9 Enter the amount of tax-exempt interest received or accrued during the tax year \$ _____		
10 Enter the number of shareholders at the end of the tax year (if 100 or fewer) 2		
11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here _____ If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) _____ \$ _____		

Schedule K Other Information (continued from page 4)

	Yes	No
13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000?	X	
If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ► \$ <u>0</u> .		
14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions		X
If "Yes," complete and attach Schedule UTP.		
15a Did the corporation make any payments in 2018 that would require it to file Form(s) 1099?		X
b If "Yes," did or will the corporation file required Forms 1099?		
16 During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million?		X
19 During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X
20 Is the corporation operating on a cooperative basis?		X
21 During the tax year, did the corporation pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions		X
If "Yes," enter the total amount of the disallowed deductions ► \$		
22 Does the corporation have gross receipts of at least \$500 million in any of the 3 preceding tax years? (See sections 59A(e)(2) and (3))		X
If "Yes," complete and attach Form 8991.		
23 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the corporation satisfy one of the following conditions and the corporation does not own a pass-through entity with current year, or prior year carryover, excess business interest expense? See instructions	X	
a The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year do not exceed \$25 million, and the corporation is not a tax shelter, or		
b The corporation only has business interest expense from (1) an electing real property trade or business, (2) an electing farming business, or (3) certain utility businesses under section 163(j)(7).		
If "No," complete and attach Form 8990.		
25 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund?		X
If "Yes," enter amount from Form 8996, line 13		

Form **1120** (2018)

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash					57,198.
2a Trade notes and accounts receivable					
b Less allowance for bad debts	()			()	
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (att. stmt.)					
7 Loans to shareholders					
8 Mortgage and real estate loans					
9 Other investments (att. stmt.)					
10a Buildings and other depreciable assets					
b Less accumulated depreciation	()			()	
11a Depletable assets					
b Less accumulated depletion	()			()	
12 Land (net of any amortization)					
13a Intangible assets (amortizable only)				44,146.	
b Less accumulated amortization	()			490.	43,656.
14 Other assets (att. stmt.)					
15 Total assets			0.		100,854.
Liabilities and Shareholders' Equity					
16 Accounts payable					
17 Mortgages, notes, bonds payable in less than 1 year					
18 Other current liabilities (att. stmt.)					
19 Loans from shareholders					
20 Mortgages, notes, bonds payable in 1 year or more					100,000.
21 Other liabilities (att. stmt.)					
22 Capital stock: a Preferred stock					
b Common stock				20,000.	20,000.
23 Additional paid-in capital					
24 Retained earnings - Appropriated (attach statement)					
25 Retained earnings - Unappropriated					-19,146.
26 Adjustments to shareholders' equity (attach statement)					
27 Less cost of treasury stock	()			()	()
28 Total liabilities and shareholders' equity			0.		100,854.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-19,146.	7 Income recorded on books this year not included on this return (itemize):	
2 Federal income tax per books		Tax-exempt interest \$	
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize):			
5 Expenses recorded on books this year not deducted on this return (itemize):		8 Deductions on this return not charged against book income this year (itemize):	
a Depreciation \$		a Depreciation \$	
b Charitable contributions \$		b Charitable contributions \$	
c Travel and entertainment \$			
6 Add lines 1 through 5	-19,146.	9 Add lines 7 and 8	
		10 Income (page 1, line 28) - line 6 less line 9	-19,146.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year		5 Distributions: a Cash	
2 Net income (loss) per books	-19,146.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
4 Add lines 1, 2, and 3	-19,146.	7 Add lines 5 and 6	
		8 Balance at end of year (line 4 less line 7)	-19,146.

(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 1120.**

OMB No. 1545-0123

Name

Employer identification number (EIN)

WATTB INC

82-4608589

Part I **Certain Entities Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4a). Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

Part II **Certain Individuals and Estates Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4b).
Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

For Paperwork Reduction Act Notice, see the Instructions for Form 1120.

817701
04-01-18 JWA

Schedule G (Form 1120) (Rev. 12-2011)

C-3.23

Depreciation and Amortization
(Including Information on Listed Property) **OTHER**

OMB No. 1545-0172

2018

Attachment
Sequence No. **179**

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

WATTB INC

OTHER DEPRECIATION

82-4608589

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1
2	Total cost of section 179 property placed in service (see instructions)	2
3	Threshold cost of section 179 property before reduction in limitation	3
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5
6	(a) Description of property	(b) Cost (business use only)
		(c) Elected cost
7	Listed property. Enter the amount from line 29	7
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8
9	Tentative deduction. Enter the smaller of line 5 or line 8	9
10	Carryover of disallowed deduction from line 13 of your 2017 Form 4562	10
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12
13	Carryover of disallowed deduction to 2019. Add lines 9 and 10, less line 12	13

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2018	17
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	

Section B - Assets Placed in Service During 2018 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2018 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year	/		30 yrs.	MM	S/L	
d 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (don't include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2018 tax year:					
START UP COSTS	11/01/18	40,986.	195	180M	455.
ORGANIZATION COSTS	11/01/18	3,160.	248	180M	35.
43 Amortization of costs that began before your 2018 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44 490.

Section 1.263(a)-1(f) De Minimis Safe Harbor Election

Wattb Inc
227 Bellevue Way NE #871
Bellevue, WA 98004

Employer Identification Number: 82-4608589

For the Year Ending December 31, 2018

Wattb Inc is making the de minimis safe harbor election under
Reg. Sec. 1.263(a)-1(f).

FORM 1120	TAXES AND LICENSES	STATEMENT	1
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DESCRIPTION	AMOUNT
PAYROLL TAXES	614.
TOTAL TO FORM 1120, LINE 17	614.

FORM 1120	OTHER DEDUCTIONS	STATEMENT	2
-----------	------------------	-----------	---

DESCRIPTION	AMOUNT
AMORTIZATION	490.
DUES AND SUBSCRIPTIONS	2,392.
GENERAL EXPENSES	418.
INSURANCE	132.
OFFICE SUPPLIES	333.
ORGANIZATION COSTS - DEDUCTED	5,000.
PROFESSIONAL FEES	1,800.
START UP COSTS-DEDUCTED	5,000.
TOTAL TO FORM 1120, LINE 26	15,565.

2018 AR1100CT
ARKANSAS CORPORATION
INCOME TAX RETURN



C

Tax Year beginning • FEB 8 2018 and ending • DEC 31 2018

Software ID
• PROSYSTEM

• ☒ INITIAL Return • ☐ AMENDED Return • ☐ FINAL Arkansas Return (Going Out of Business) • ☐ Cooperative Association

FEIN • 82-4608589	• <input type="checkbox"/> Check this box if Automatic Federal Extension Form 7004 filed (See Instructions) • <input type="checkbox"/> Check this box if Arkansas Extension Form AR1155 filed		• <input type="checkbox"/> Check if Filing as Financial Institution • <input type="checkbox"/> Check if Federal Subchapter S
NAICS Code • 221100	Name • WATTB INC	Type of Corporation Check only one box	
Date of Incorporation • 02/08/2018	Address • 227 BELLEVUE WAY NE #871	• 5 <input type="checkbox"/> Domestic (in state) • 6 <input checked="" type="checkbox"/> Foreign (out of state)	
Date Began Business in AR • 02/08/2018	City • BELLEVUE	State or Province • WA	ZIP • 98004

If you are a pass-through entity and are electing the "Check the Box" provision for state income tax purposes, check the type of entity and check one of the filing status boxes below:
See instructions

• ☐ LIMITED LIABILITY COMPANY • ☐ PARTNERSHIP

FILING STATUS: • 1 ☐ Corporation Operating only in Arkansas • 3 ☐ Multistate Corporation - Direct Accounting (Prior written approval required for Direct Accounting)

(CHECK ONLY ONE BOX) • 2 ☒ Multistate Corporation - Apportionment • 4 ☐ Consolidated return; # of corp. entities in AR

Note: Attach completed copy of Federal Return and Sign Arkansas Return. (See Important Reminders)

		ARKANSAS		
INCOME	7. Gross Sales: (Less returns and allowances)	7. •	00	
	8. Less Cost of Goods Sold:	8. •	00	
	9. Gross Profit: (Line 7 less Line 8)	9. •	00	
	10. Dividends: (See Instructions)	10. •	00	
	11. Taxable Interest: (Attach AR1100REC)	11. •	00	
	12. Gross Rents/Gross Royalties: (See Instructions)	12. •	00	
	13. Gains or Losses:	13. •	00	
	14. Other Income:	14. •	00	
	15. TOTAL INCOME: (Add Lines 9 through 14)	15. •	00	
	DEDUCTIONS	16. Compensation of Officers/Other Salaries and Wages: (See Instructions)	16. •	00
		17. Repairs:	17. •	00
		18. Bad Debts:	18. •	00
		19. Rent on Business Property:	19. •	00
		20. Taxes: (Attach AR1100REC)	20. •	00
		21. Interest:	21. •	00
22. Contributions:		22. •	00	
23. Depreciation: (Attach AR1100REC)		23. •	00	
24. Depletion:		24. •	00	
25. Advertising:		25. •	00	
26. Other Deductions: (Attach schedule)		26. •	00	
27. TOTAL DEDUCTIONS: (Add Lines 16 through 26)		27. •	00	
28. Taxable Income Before Net Operating Losses: (Line 15 less Line 27)		28. •	00	
29. Net Operating Losses: (Adjust for Non-taxable Income)	29. •	00		
TAX COMPUTATION	30. Net Taxable Income: (Line 28 less Line 29 or Schedule A C4 page 2) (If Amended Return Box Checked, Enter Amended Net Taxable Income)	30. •	0 00	
	31. Tax from Table: (See C. Instructions)	31. •	0 00	
	32. Business Incentive Credits: (Attach all original certificates and Schedule AR1100BIC)	32. •	00	
	33. Tax Liability: (If Amended Return Box Checked, Enter Amended Tax Liability)	33. •	0 00	
	34. Estimated Tax Paid: (Including estimate carryforward from prior year)	34. •	00	
	35. Payment with Extension Request:	35. •	00	
	36. Withholding Payment: (Attach AR1100-WH)	36. •	00	
	37. Amended Return Only: (Enter Net tax paid (or refunded) on previous return(s) for this tax year)	37. •	00	
	38. Overpayment: (Line 34 plus line 35 plus line 36 plus or minus line 37; less line 33)	38. •	00	
	39. Amount Applied to 2019 Estimated Tax	39. •	00	
	40. Amount Applied to Check Off Contributions: (Attach AR1100CO)	40. •	00	
	41. Amount to be Refunded: (Line 38 less Lines 39 and 40)	41. •	00	
	42. Tax Due: (Line 33 less Line 34 and 35 and Line 36, plus or minus line 37)	42. •	00	
	43. Interest on Tax Due:	43. •	00	
	44. Penalty for Late Filing or Payment: (See Instructions)	44. •	00	
	45. Penalty for Underpayment of Estimated Tax: (Attach AR2220) Enter exception checked in Part 3	45. •	00	
	46. Amount Due: (Add Lines 42 through 45)	46. •	0 00	



SCHEDULE A
Apportionment of Income
for Multistate Corporation

FEIN: 82-4608589

A. INCOME TO APPORTION:

1. Income per Federal Return: (Federal Form 1120, Line 28) 1. • -19,146 00
2. Add Adjustments: (Attach schedule) 2. • 0 00
3. Deduct Adjustments: (Attach schedule) 3. • 0 00
4. TOTAL APPORTIONABLE INCOME: 4. • -19,146 00

NOTE: If all factors in Section B are 100%, do not complete Columns (A), (B), or (C). The return should be filed as a status 1, CORPORATION OPERATING ONLY IN ARKANSAS and complete all appropriate lines on page 1 of Form AR1100CT.

B. APPORTIONMENT FACTOR:

- | | (A)
Amounts in Arkansas | (B)
Total Amounts | (C)
Percentage (A) ÷ (B) |
|---|----------------------------|----------------------|--|
| 1. Property Used in Business: | | | |
| a. Tangible Assets Used in Business and Inventories
Less Construction in Progress: | | | |
| 1. Amount Beginning of Year: 1. | 0 00 | 0 00 | (Calculate to 6 places to
the right of the decimal.
Fill in all spaces.) |
| 2. Amount End of Year: 2. | 0 00 | 0 00 | |
| 3. Total: (Add Lines a1 and a2) 3. | 0 00 | 0 00 | |
| 4. Average Tangible Assets: (Line 3 ÷ 2) 4. | 0 00 | 0 00 | |
| b. Rental Property: (8 times annual rent) b. | 0 00 | 0 00 | 999.999999 % |
| c. Average Value of Intangible Property:
(For Financial Institutions Only - Attach schedule) c. | 0 00 | 0 00 | (EXAMPLE) |
| d. TOTAL PROPERTY: (Add Lines a4, b, and c) d. • | 0 00 | 0 00 | .000000 % |
| 2. Salaries, Wages, Commissions and Other Compensation
Related to the Production of Business Income: | | | |
| a. TOTAL: STMT 1 a. • | 0 00 | 3,000 00 | .000000 % |
| 3. Sales/Receipts: | | | |
| a. Destination Shipped From Within Arkansas: a. | 0 00 | | |
| b. Destination Shipped From Without Arkansas: b. | 0 00 | | |
| c. Origin Shipped From Within Arkansas to U.S. Govt: c. | 0 00 | | |
| d. Origin Shipped From Within Arkansas to
Other Non-taxable Jurisdictions: d. | 0 00 | | |
| e. Other Gross Receipts: (Attach schedule) e. | 0 00 | | |
| f. TOTAL SALES / RECEIPTS:
(Add Lines 3a through 3e) f. • | 0 00 | 205 00 | .000000 % |
| g. DOUBLE WEIGHTED:
(Financial Institutions must use Single Weighted Factor) (Column C, Line 3f x 2) | | | .000000 % |
| 4. Sum of Percentages: (Single Weighted: Add Column C, Lines 1d, 2a and 3f)
(Double Weighted: Add Column C, Lines 1d, 2a and 3g) | | | .000000 % |

* 5. Percentage Attributable to Arkansas: Line 4 .00% Divided By * 3 = 5. • .000000 %

* For Part B, Line 5, Divide Line 4 by number of entries other than zero which you make on Part B, Column B, Lines (1d), (2a), and (3f).

NOTE: An entry other than zero in Part B, Column B, Line (3f), counts as two (2) entries unless using Single Weighted Factor.

C. ARKANSAS TAXABLE INCOME:

1. Income Apportioned to Arkansas: (Part A, Line 4) x (Part B, Line 5, Column C) 1. • 0 00
2. Add: Direct Income Allocated to Arkansas: (Attach schedule) 2. • 00
3. Less: Apportioned NOL to Arkansas: (See NOL Instructions, Attach AR1100NOL form) 3. • 00
4. TOTAL INCOME TAXABLE TO ARKANSAS: (Enter here and on Line 30, page 1) 4. • 0 00

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules, statements and documents, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

SIGNATURE OF OFFICER •	DATE	TITLE CHIEF EXEC	Telephone Number 408-582-3432
PREPARER'S SIGNATURE	DATE 04/01/19	PREPARER'S FEIN/PIN •P00736358	
PREPARER'S PRINTED NAME LANDMARK PLC, CPAS	May the Arkansas Revenue Agency discuss this return with the preparer shown above? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		For Department Use Only
AREA CODE AND TELEPHONE NUMBER OF PREPARER (479) 636-4461			A • B • C

Mail completed form to: Corporation Income Tax, P O Box 919, Little Rock, AR 72203-0919

AR1100CT	SALARIES, WAGES, OTHER COMPENSATION	STATEMENT	1
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DESCRIPTION	AR AMOUNT	TE AMOUNT
OFFICERS COMPENSATION	0.	3,000.
TOTAL TO PAGE 2, SCH A, PART B, LINE 2A	0.	3,000.

AR8453-C



2018

ARKANSAS CORPORATION INCOME TAX DECLARATION FOR ELECTRONIC FILING

For calendar year 2018, or tax year beginning 02/08/18 , ending 12/31/18

Name WATTB INC			Federal Employer Identification Number 82-4608589		
Mailing Address (Number and Street, P.O. Box or Rural Route) 227 BELLEVUE WAY NE #871			Telephone 408-582-3432		
City BELLEVUE	State or Province WASHINGTON	ZIP 98004	<input type="checkbox"/> Check if address is outside U.S. Foreign Country		

PART I - TAX RETURN INFORMATION (Whole Dollars Only)

1. Total Income (Form AR1100CT, Line 15)	1	00
2. Net Taxable Income (Form AR1100CT, Line 30)	2	00
3. Total Tax Liability (Form AR1100CT, Line 33)	3	00
4. Overpayment (Form AR1100CT, Line 38)	4	00
5. Tax Due (Form AR1100CT, Line 42)	5	00

PART II - DECLARATION OF OFFICER (Sign only after Part I is completed)

- 6a. ☐ I authorize the State of Arkansas Income Tax Section to initiate debit entries to my account as indicated on the Arkansas Income Tax Payment form (AR TAX PMT).
- 6b. ☐ I authorize the State of Arkansas Income Tax Section to initiate debit entries to my account as indicated on the Arkansas Estimated Tax Payment form (AR EST PMT) or Arkansas Extension Payment form (AR EXT PMT).

If the corporation is filing a balance due return, I understand that if the State of Arkansas does not receive full and timely payment of its tax liability, the corporation will remain liable for the tax liability and all applicable interest and penalties. If the federal corporation return is rejected, I understand the state corporation return may also be rejected.

Under penalties of perjury, I declare that I am an officer of the above corporation and that the information I have given my electronic return originator (ERO), transmitter, and/or internet service provider (ISP) and the amounts in Part I above agree with the amounts on the corresponding lines of the corporation's 2018 Arkansas income tax return. To the best of my knowledge and belief, the corporation's return is true, correct, and complete. I consent to my ERO, transmitter, and/or ISP sending the corporation's return, this declaration, and accompanying schedules and statements to the State of Arkansas. I also consent to the State of Arkansas sending my ERO, transmitter, and/or ISP an acknowledgment of receipt of transmission and an indication of whether or not the corporation's return is accepted, and, if rejected, the reason(s) for the rejection. If the processing of the corporation's return or refund is delayed, I authorize the State of Arkansas to disclose to my ERO, transmitter, and/or ISP the reason(s) for the delay, or when the refund was sent. In addition, by using a computer system and software to prepare and transmit my return electronically, I consent to the disclosure to the State of Arkansas of all information pertaining to my use of the system and software and to the transmission of my tax return electronically.

Sign Here **CHIEF EXECUTIVE OFFICER**

PART III - DECLARATION OF ELECTRONIC RETURN ORIGINATOR (ERO) AND PAID PREPARER

I declare that I have reviewed the above corporation return and that the entries on Form AR8453-C are complete and correct to the best of my knowledge. If I am only a collector, I understand that I am not responsible for reviewing the corporation's return; I declare that Form AR8453-C accurately reflects the data on the return. I have obtained the officer's signature on Form AR8453-C before submitting this return to the State of Arkansas, and have provided the officer with a copy of all forms and information to be filed with the State of Arkansas. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above corporations return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This declaration of Paid Preparer is based on all information of which the preparer has knowledge.

ERO'S Use Only	ERO's signature	Date 04/01/19	Check if also <input checked="" type="checkbox"/> paid preparer	Check if <input type="checkbox"/> self-employed	ERO's SSN or PTIN P00736358
	Firm's name (or yours if self-employed)	LANDMARK PLC, CPAS			EIN 71-0355269
	address and ZIP code	2003 SOUTH HORSEBARN ROAD, SUITE 4 ROGERS, AR 72758			Phone No. (479) 636-44

Under penalties of perjury, I declare that I have examined the above corporation's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This declaration is based on all information of which I have any knowledge.

Paid Preparer's Use Only	Preparer's signature	Date	Check if <input type="checkbox"/> self-employed	Preparer's SSN or PTIN
	Firm's name (or yours if self-employed)	EIN		
	address and ZIP code	Phone No.		

Exhibit C-4 "Financial Arrangements" - N/A

Exhibit C-5 "Forecasted Financial Statements," provide two years of forecasted income statements for the applicant's ELECTRIC related business activities in the state of Ohio Only, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

	2020	2021
Revenue	\$11,651	\$25,207
Advertising	\$6,150	\$12,300
Profit	\$5,501	\$12,907

Assuming increasing numbers of new customers, between 10 and 44 each month, average usage of 895 kWh, 11 cents per kWh, \$40 average referral acquisition, 0.4 cent per kWh residual payment (average customer retention of 7 months), and \$30 average digital advertising customer acquisition cost.

(See Back for C-6

Exhibit C-6 “Credit Rating,” provide a statement disclosing the applicant’s credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter “N/A” in Exhibit C-6.

N/A

Selected Company: WATTB, INC**D-U-N-S #:** 09-466-8065

Overview

Business Summary

Company Name:	WATTB, INC
D-U-N-S #:	09-466-8065
DBA's:	N/A
Address:	227 Bellevue Way Ne
City:	Bellevue
State:	WA
Zip:	98004
Phone:	4085823432
Principal:	
Year Started:	2019
Employs:	UNDETERMINED.
SIC Code(s):	99992222 Duns Support Record, nonclassifiable establishment
NAICS Code(s):	999990 Unclassified Establishments
Legal Structure:	N/A

Special Events

There have been no special events reported to D&B for this company.

History and Operations

Officers and Directors

Current Officers

No officers have been listed in this company report.

Current Directors

No directors have been listed in this company report.

Company History

Duns Support Record.

Operations

Employees

UNDETERMINED.

Facilities

Occupies premises in building.

Location

This address is believed to be a mail-drop location including a commercial mail receiving agency (CMRA) address.

U.S. Branch

There are currently no U.S. branches listed in this company report.

U.S. Subsidiary

There are currently no U.S. subsidiaries listed in this company report.

International Branch

There are currently no international branches listed in this company report.

International Subsidiary

There are currently no international subsidiaries listed in this company report.

Payments

Payment Summary

The highest Now Owes on file is \$0

The highest Past Due on file is \$0

There are 0 payment experience(s) in D&Bs file for the most recent 24 months, with 0 experience(s) reported during the last three month period.

Payment Details

There have been no payments reported to D&B for the last 24 months.

Payments Detail Key: ■ 30 or more days beyond terms

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

Finances

Key Financial Comparisons

	(\$)	(\$)	(\$)
This Company's Operating Results Year Over Year			
Net Sales	NA	NA	NA
Gross Profit	NA	NA	NA
Net Profit	NA	NA	NA
Dividends / Withdrawals	NA	NA	NA

Working Capital	NA	NA	NA
This Company's Assets Year Over Year			
Cash	NA	NA	NA
Accounts Receivable	NA	NA	NA
Notes Receivable	NA	NA	NA
Inventories	NA	NA	NA
Other Current	NA	NA	NA
Total Current	NA	NA	NA
Fixed Assets	NA	NA	NA
Other Non Current	NA	NA	NA
Total Assets	NA	NA	NA
This Company's Liabilities Year Over Year			
Accounts Payable	NA	NA	NA
Bank Loan	NA	NA	NA
Notes Payable	NA	NA	NA
Other Current	NA	NA	NA
Total Current	NA	NA	NA
Long Term Debt	NA	NA	NA
Deferred Credit	NA	NA	NA
Net Worth	NA	NA	NA
Total Liabilities And Net Worth	NA	NA	NA

Balance Sheet

Fiscal Consolidated Statement Dated

We currently do not have any recent financial statement on file for this business.

Key Business Ratios

(Industry Median is based on this number of firms:)

	This Company	Industry Median	Industry Quartile
Solvency			
Quick Ratio	NA	NA	NA
Current Ratio	NA	NA	NA
Current Liabilities to Net Worth	NA	NA	NA

Company Update - Dun & Bradstreet

Current Liabilities to Inventory	NA	NA	NA
Total Current	NA	NA	NA
Fixed Assets to Net Worth	NA	NA	NA

Efficiency

Collection Period	NA	NA	NA
Inventory Turn Over	NA	NA	NA
Sales to NWC	NA	NA	NA
Acct Pay to Sales	NA	NA	NA

Profitability

Return on Sales	NA	NA	NA
Return on Assets	NA	NA	NA
Return on NetWorth	NA	NA	NA

Public Filings**Summary**

This following public filing data includes both open and closed filings found in D&B's database on this company. It is for informational purposes only and is not the official record. Certified copies can be obtained from the official source.

Record Type	# of Records	Most Recent Filing Date
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Details

Judgements

No judgments have been reported to D&B on this company.

Liens

No liens have been reported to D&B on this company.

Suits

No suits have been reported to D&B on this company.

UCC Filings

No UCC Filings have been reported to D&B on this company.

Bankruptcies

No bankruptcies have been reported to D&B on this company.

Government History

No government activity have been reported to D&B on this company.

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Exhibit C-8 “Bankruptcy Information,” provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

WattB, Inc. have had no bankruptcy or protection from creditor related activity.

(See Back for C-9)

Exhibit C-9 “Merger Information,” provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the Application.

There have been no mergers or acquisitions, although WattB, LLC was converted to WattB, Inc. on February 8th 2018.

Exhibit C-10 “Corporate Structure,” provide a description of the applicant’s corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

WattB, Inc is a stand-alone entity with no affiliate or subsidiary companies.