

MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND THE SHAREHOLDERS OF
UPOWER, INC.

A special meeting of the Shareholders of UPower, Inc. a Delaware corporation (the "Corporation") was held at 6382 NW 23rd Street, Boca Raton, FL 33434 on Friday, Dec 29th, 2017 at 1:00 PM East Coast Time.

Present at the meeting was David Macias, who serves as Chairman of the Board of Directors and Chief Executive Officer for purposes of the meeting ("Chairman" and "CEO").

The meeting was called to order by the Chairman. Each of the director(s) and shareholder(s) of the Corporation and persons present at such meeting orally waived the manner of providing notice and all other notice requirements thereof as set forth in the Corporation's bylaws and by their respective execution below, each of the directors of the Corporation present at such meeting confirm their respective waiver of the manner of providing notice and all other notice requirements thereof.

The first order of business was the ratification, confirmation and approval: The conversion of all the corporation's Series A Convertible Preferred Stock into Common Stock by noon, Dec 31st 2017. All accrued, unpaid cumulative dividends with respect to such converted shares shall, at the option of the Corporation, be payable in restricted shares of the Corporation's Common Stock not registered under the Securities Act of 1933, as amended (valued at \$2.50, if paid in shares of Common Stock, as reasonably determined by the Corporation's Board of Directors), out of assets which are legally available for the payment of such dividends, and if not so available, cancelled, without any liability to the Corporation, its officers, directors, employees, agents and/or security holders.

Conversion Rights. The holders of the Series A Convertible Preferred Stock shall have the following rights with respect to the conversion of such shares into shares of Common Stock:

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(a) General. Subject to and in compliance with these provisions, any or all shares of the Series A Convertible Preferred Stock may, at the option by the Corporation or the holder thereof, be converted by the holder at any time after thirty-six (36) months from the time of the Corporation's acceptance of the holder's subscription proceeds for the Series A Convertible Preferred Stock owned by the holder. The number of shares of Common Stock to which a holder of Series A Convertible Preferred Stock shall be entitled to receive upon conversion shall be at the rate of three (3) shares of Common Stock for each one (1) share of Series A Convertible Preferred Stock so converted, subject to equitable adjustment whenever there shall occur after the date of issuance a stock dividend, stock split, combination, reorganization, recapitalization, reclassification, merger (other than a change of domicile merger) consolidation, sale of all or substantially all of the Corporation's assets or other similar event involving the Common Stock (the "Series A Conversion Rate").

(b) Certificate as to Adjustments: Notice by Corporation. In each case of an adjustment or readjustment of the Series A Conversion Rate, the Corporation at its expense will furnish each holder of Series A Convertible Preferred Stock with a certificate prepared by the CEO, Treasurer, or Chief Financial Officer of the Corporation, showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based.

(c) Exercise of Conversion Privilege. To exercise its conversion privilege, the Corporation shall cancel stock certificates or a holder of Series A Convertible Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and may give written notice to the Corporation at the office that such holder elects to

convert such shares. Such notice may also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series A Convertible Preferred Stock surrendered for conversion may be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Series A Convertible Preferred Stock being converted, may not be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Series A Convertible Preferred Stock being converted, or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series A Convertible Preferred Stock in accordance with the provisions of this Section 6 of the Upower Certificates of Designations and Preferences Preferred Stock Series A, rounded up to the nearest whole share as provided in Section 6(d), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Conversion Date, December 31st 2017, and at such time the rights of the holder as holder of the converted shares of Series A Convertible Preferred Stock shall cease and the person(s) in whose name(s) any certificate(s) for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

Upon motion duly made and carried, it was:

RESOLVED that the Corporation ratify, confirm and approve: The conversion of all the corporation's Series A Convertible Preferred Stock into Common Stock by noon, Dec 31st 2017.

The next order of business was to consider: the nomination proffered by David Macias of Jorge Aizcorbe to become a director of the Corporation to fill such vacancy on the Board of Directors;

Upon motion duly made, seconded and carried, it was:

RESOLVED that the Corporation confirm and approve: Jorge Aizcorbe a director of the Corporation to fill a vacancy on the Board of Directors, to serve until the Company's next annual meeting of shareholders or his earlier resignation, removal or demise;

The next order of business was to consider the nomination proffered by David Macias of Jorge Aizcorbe to serve as the Director of Business Strategies of the Corporation;

Upon motion duly made and carried, with David Macias voting, it was:

RESOLVED that the Corporation confirm and approve Jorge Aizcorbe to serve as the Director of Business Strategies of the Corporation;

The next order of business was to consider (a) the changing of the Corporations business state and corporate address from 319 Clematis Street, Suite 914, West Palm Beach, Florida 33401 to 6382 NW 23rd Street, Boca Raton, FL 33434, (b) the continued filing of the necessary forms or filing to complete or continue such change and (c) to negotiate and potentially enter into a lease or sublease for the premise described as 6382 NW 23rd Street, Boca Raton, FL 33434 and/or Other;

RESOLVED that the Corporation confirm and approve (a) the changing of the corporations business state and corporate address from 319 Clematis Street, Suite 914, West Palm Beach, Florida 33401 to 6382 NW 23rd Street, Boca Raton, FL 33434, (b) the approval to file the necessary forms or



filing to complete or continue such change and (c) to negotiate and enter into a lease or sublease for the premise described as 6382 NW 23rd Street, Boca Raton, FL 33434 and/or Other;

RESOLVED that each and every officer of the Corporation is authorized to do and perform, or cause to be done and performed, any and all actions and things which may be necessary, desirable or convenient to effectuate the purposes and intent of the foregoing resolutions.

There being no further business, upon motion duly made, seconded and adopted by the remaining directors present at the meeting, the meeting was adjourned.

These Minutes of the Special Meeting of the Board of Directors of the Corporation may be executed in counterparts and via telecopier.

Dec 29th, 2017

David Macias,
Chairman, Shareholder,
Director, and Chief Executive Officer


