RESTATED
CERTIFICATE OF FORMATION
(WITH AMENDMENTS)
OF
RTA AMERICA, INC.

(a Texas For-Profit Corporation)

Pursuant to the provisions of Sections 3.051, 3.057, 3.059 and 21.056 of the Texas Business Organizations Code, RTA AMERICA, INC., a Texas corporation (the "Corporation"), hereby adopts this Restated Certificate of Formation (with Amendments) (the "Restated Certificate"), which accurately states the Corporation's existing Amended and Restated Certificate of Formation and all amendments thereto that are in effect to date (the "Existing Certificate of Formation"), as further amended by this Restated Certificate. The Restated Certificate does not contain any other change except for information permitted to be omitted by Section 3.059(b) of the Texas Business Organizations Code.

1. The name of the Corporation is RTA AMERICA, INC.

2. Each such amendment made by this Restated Certificate has been made in accordance with the provisions of the Texas Business Organizations Code.

3. Each such amendment made by this Restated Certificate has been approved in the manner required by the Texas Business Organizations Code and the constituent documents of the Corporation.

4. Certificate of Formation are each amended and restated in its entirety to read as set forth in Articles 1 [Entity Type and Name], 2 [Purpose], 3 [Duration], 4 [Registered Agent], 5 [Directors], 6 [Capital Stock], 7 [Preemptive or Preferential Rights], 8 [Cumulative Voting], 9 [Special Meeting], 10 [Quorum], 11 [Majority Vote], 12 [Bylaws], 13 [Written Consent], 14 [Indemnification], 15 [Limitation] and adding new Article 16 [Reclassification].

5. The Existing Certificate of Formation and all amendments and supplements thereto are hereby superseded by the following Restated Certificate:

SECOND RESTATED CERTIFICATE OF FORMATION OF RTA AMERICA, INC.

The undersigned, for purposes of incorporating a corporation under the provisions of the Texas Business Organizations Code, does hereby certify as follows:

1. The entity is a for-profit business corporation. The name of the corporation is RTA AMERICA, INC. (the "Corporation").

2. The purpose for which the Corporation is organized is the transaction of any and all lawful purposes for which a for-profit corporation may be organized under the Texas Business Organizations Code.

3. The duration of the entity shall be perpetual.

4. The business address of the registered office of the Corporation is 3 Riverway, Suite 1430, Houston, Texas 77056, and the name of the registered agent at such address is Douglas M. Cerny.

5. The Company is to be managed by one or more directors. The number of directors constituting the board shall be at least three (3) and the current board shall be four (4) directors, and the names and addresses of each person who are to serve as directors until the next annual meeting of shareholders or until a successor is elected and qualified are:

NAME	ADDRESS
Jim G. Edwards	1400 Broadfield Blvd. Suite 200 Houston, Texas 77084

Andrew Rice	1400 Broadfield Blvd. Suite 200 Houston, Texas 77084
Randall Schwartz	1400 Broadfield Blvd. Suite 200 Houston, Texas 77084
Donald Workman	1400 Broadfield Blvd. Suite 200 Houston, Texas 77084

6. The aggregate number of shares of capital stock that the Corporation will have authority to issue is One Hundred Million (100,000,000) shares of capital stock. Sixty-Six Million, Eight Hundred Eighteen Thousand, Four Hundred Seventy-Nine (66,818,479) shares shall be designated "Common Stock" having a par value of $0.0001 per share and Thirty-Three Million, One Hundred Three Thousand, Twenty-One (33,103,021) shares shall be designated "Series A Preferred Voting Stock" having a par value of $0.0001 per share (the "Preferred Voting Stock") and Seventy-Eight Thousand, Five Hundred (78,500) shares shall be designated "Series A Preferred Non-Voting Stock" having a par value of $0.0001 per shares (the "Preferred Non-Voting Stock").

The following is a statement fixing certain of the designations and rights, voting rights, preferences, and relative, participating, optional or other rights of the Preferred Stock and the Common Stock of the Corporation, and the qualifications, limitations or restrictions thereof, and the authority with respect thereto expressly granted to the Board of Directors of the Corporation to fix any such provisions not fixed by this Restated Certificate of Formation:

6.01 Preferred Voting Stock.

(a) Voting Rights. Each holder of shares of Preferred Voting Stock shall be entitled to one vote per share of Preferred Voting Stock.

(b) Dividends. The Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manners as determined by the Board of Directors, declare and pay dividends on the Common Stock of the corporation.

(c) Liquidation, Winding Up or Sale. If there is a liquidation, winding up or sale of the Company (whether via an equity sale or sale of substantially all of the assets) (in each case the "Sales Transaction"), whether voluntary or not, the holders of shares of Preferred Voting Stock shall be entitled to be paid an amount equal to the greater of:

(i) the purchase price (paid by the shareholder/investor) per share of Preferred Voting Stock or

(ii) the value of each share of Preferred Voting Stock when the net purchase price to be delivered to the shareholders is divided by the aggregate number of shares of Preferred Voting Stock and Common Stock issued and outstanding at the time of the Sales Transaction.

In the event the payment to the holders of shares of Preferred Voting Stock is pursuant to (i) above then:

(a) To the extent there are purchase proceeds available, the next payment is to the shares of Preferred Non-Voting Stock in the amount of $1,170,000.00; and

(b) To the extent there are purchase proceeds available after the payment to the shares of Non-Voting Preferred Stock then the holders of shares of Common Stock shall be entitled to a payment equal to the payment made to the holders of shares of Preferred Voting Stock; and

(c) To the extent there are purchase proceeds available after the payment to the holders of shares of Common Stock in (b) above then the remaining portion of the purchase price shall be delivered on a pro rata basis to the holders of shares of Preferred Voting Stock and Common Stock.

In the event the payment to the holders of shares of Preferred Voting Stock is pursuant to (ii) above then the purchase price shall be delivered to the holders of shares of Preferred Voting Stock and Common Stock at a price per share equal to the total purchase price divided by the aggregate number of shares of Preferred Voting Stock and Common Stock outstanding; provided, however, that of the portion allocated to the holders of Common Stock $1,170,000.00 shall be delivered to the holders of shares of Preferred Non-Voting Stock and the remaining amount allocated to the holders of Common Stock, less the $1,170,000, shall be delivered to the holders of Common Stock.

6.02 Preferred Non-Voting Stock. The Preferred Non-Voting Stock shall have no voting rights, no dividend rights and shall be paid the fixed amount of $1,170,000, to the extent such amount is available, in connection with any Sales Transaction as provided in Section 6.01 herein.

6.03 Common Stock.

(a) Voting Rights. Subject to any special voting rights set forth in any designation of rights for any class of Preferred Stock, the holders of the Common Stock of the Corporation shall be entitled at all meetings of shareholders to one vote for each share of such stock held by them.

(b) Dividends. Subject to the provisions of any Preferred Stock Resolution, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manners as determined by the Board of Directors, declare and pay dividends on the Common Stock of the corporation.

No dividend (other than a dividend in capital stock ranking on a parity with the Common Stock or cash in lieu of fractional shares with respect to such stock dividend) shall be declared or paid on any share or shares of any class of stock or series thereof ranking on a parity with the Common Stock in respect of payment of dividends for any dividend period unless there shall have been declared, for the same dividend period, like proportionate dividends on all shares of Common Stock then outstanding

(c) Liquidation. In the event of any Sales Transaction, after payment or provision for payment of the debts and other liabilities of the Corporation and payment or setting aside for payment of any preferential amount due to the holders of any other class or series of stock, the holders of the Common Stock shall be entitled to receive ratably any or all assets remaining to be paid or distributed as provided in Section 6.01.

The Common Stock may be issued in one or more classes or series as may be determined from time to time by the Board of Directors. All shares of any one class or series of Common Stock will be identical except as to the date of issue and the dates from which dividends on shares of the class or series issued on different dates will cumulate, if cumulative. Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of Common Stock, and to fix by resolution or resolutions providing for the issue of each such series the voting powers (which may be no voting rights or powers), designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights, qualifications, limitations or restrictions of such series, and the number of shares in each series, to the full extent now or hereafter permitted by law.

7. Any class or series of Common Stock or Preferred Stock may have preemptive or preferential rights as established by the Board of Directors, including any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such shareholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying

warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

8. Shareholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

9. In addition to any other manner of calling a special meeting of shareholders that may be set forth in the Bylaws of the Corporation, a special meeting of shareholders may be called at the request of the holders of at least 20% of all voting shares issued, outstanding and entitled to vote.

10. With respect to any matter, a quorum will be present at a meeting of shareholders if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

11. Any action that under the provisions of the Texas Business Organizations Code would, but for this Section 11, be required to be authorized by the affirmative vote of the holders of any specified portion of the shares of the Corporation will require the approval of the holders of a majority of the shares of the Corporation entitled to vote on that matter, notwithstanding the vote required by the Code.

12. The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws with a vote of the majority of all directors.

13. Any action required or permitted by law, this Certificate of Formation, or the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed and dated by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

14. The Corporation will, to the fullest extent permitted by the Texas Business Organizations Code, as the same exists or may hereafter be amended, indemnify any and all persons who are or were serving as director or officer of the Corporation, or who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee or employee of another corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, from and against any and all of the expenses, liabilities or other matters referred to in or covered by such Code. Such indemnification may be provided pursuant to any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the capacity of director or officer and as to action in another capacity while holding such office, will continue as to a person who has ceased to be a director or officer and inure to the benefit of the heirs, executors and administrators of such a person.

If a claim under this Section is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Texas for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the Corporation. Neither the failure of the Corporation (including its Board of

Directors, independent legal counsel, or its shareholders) 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 forth in the laws of the State of Texas nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

15. To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. Any repeal or modification of this Section will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Section shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Section.

16. Reclassification. On April 30, 2021 at 11:59 p.m. Houston, Texas time (the "Reclassification Effective Time"), each outstanding share of Common A Class, Common A+ Class and Common S Class held immediately prior to the Reclassification Effective Time by a record holder shall automatically, without further action on the part of the Corporation or any holder of such Common A Class, Common A+ Class and Common S Class shares, be reclassified as common stock of the Corporation, based on the following conversion ratios: 15 shares of common stock for each 1 share of Common A Class so reclassified, 11 shares of common stock for each 1 share of Common A+ Class so reclassified and 25 shares of common stock for each 1

share of Common S Class so reclassified, which shares of common stock shall thereupon be duly issued and outstanding, fully paid and nonassessable.

This Certificate of Formation shall become effective upon filing with the Secretary of State of the State of Texas.

SIGNED AND DATED as of the _20___ day of May, 2021.

Donald G. Workman
Chief Operating Officer