

**GLX, INC.**  
**(a Nevada Corporation)**  
**AMENDED AND RESTATED BYLAWS**

**ARTICLE I**  
**SHAREHOLDERS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings of the shareholders may be requested by the Chief Executive Officer, the Board of Directors, or the holders of a majority of the voting power of the outstanding voting shares.

**Section 3. Notice.** Written notice of all shareholder meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all shareholders of record, as determined in accordance with Article I Section 7 below, at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid. No notice shall be required for informal actions without a meeting as set forth in Section 6 of this Article.

**Section 4. Place of Meeting.** Shareholders' meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

**Section 5. Quorum.** A majority of the outstanding voting power of the issued and outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders' meeting. Outstanding voting shares shall mean all of the voting rights attached to any types of shares, regardless of class or series, entitled to act upon any matter and for purposes of a quorum. In the absence of a quorum, a majority of the voting power of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

**Section 6. Voting.** The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the terms of Article I Section 7 of these bylaws, subject to applicable Nevada law. Each shareholder holding Class A Shares and/or Preferred Shares (as the same are defined in the corporation's Articles of Incorporation) shall be entitled to that number of votes for each share of the corporation held by such shareholder, and each shareholder holding Class B Shares (as the same is defined in the corporation's Articles of Incorporation) shall be entitled to ten times that number of votes for each share of the corporation held by such shareholder as set forth in the Certificate (the number of votes shareholders have in relation to their class of shares is hereinafter referred to as "voting power"). In all matters, other than the election of directors and except as otherwise required by law, the Certificate or these bylaws, the affirmative vote of a majority of the voting power of the shares present or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Except as set forth in Article II Sections 2 and 9 (below), directors shall be elected by a plurality of the

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voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

**Section 7. Record Date for Shareholder Notice; Voting; Giving Consent.** In order that the corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or 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 shall not precede the date on which the resolution fixing the record date is adopted and which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other such action. If the Board of Directors does not fix a record date in accordance with these bylaws and applicable law: (i) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall 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; (ii) the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the first day on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation; and (iii) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

**Section 8. Informal Action.** Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the shareholders who represent a majority of the voting power of the outstanding shares entitled to vote with respect to the subject matter of the vote. In addition to the written actions allowed for by written shareholder action, the holders of two-thirds (2/3) of the voting power of all shares entitled to vote may, upon any action of the Board of Directors, nullify such action by written notice to the Board of Directors of such shareholder action. Such right of shareholder action as to a Board action, shall occur within ten (10) days of notification of such action. In addition to all other rights, the shareholders of two-thirds (2/3) of the voting power of the outstanding voting shares, have the right to remove a director, with or without cause, upon written notification of such action to the Secretary of the corporation.

**ARTICLE II**  
**DIRECTORS**

**Section 1. Number of Directors.** The corporation shall be managed by a Board of Directors consisting of one director. Up to six (6) additional directors may be appointed by the initial director or by majority vote of the then existing Board of Directors.

**Section 2. Election and Term of Office.** The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term of one year, or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

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**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the Chief Executive Officer, Secretary, or any director by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be. In addition to the written actions allowed for by written shareholder action, the holders of two thirds (2/3) of all shares entitled to vote may, upon any action of the Board of Directors, nullify such action by written notice to the Board of Directors of such shareholder action. Such right of shareholder action as to a Board action, shall occur within ten (10) days of notification of such action.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose, or by the action of shareholders allowed for under Article II Section 6 above. Any director(s) may be removed by a 2/3 vote of the voting shares with or without cause. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

**ARTICLE III**  
**OFFICERS**

**Section 1. Number of Officers.** The officers of the corporation shall be a Chairman / Chief Executive Officer, a Chief Financial Officer / Treasurer, and a Secretary.

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- a) **Chairman / Chief Executive Officer.** The Chairman / Chief Executive Officer shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b) **Chief Financial Officer / Treasurer.** The Chief Financial Officer / Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the organization's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.
- c) **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting of the shareholders. Each officer shall serve a one year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**ARTICLE IV**  
**CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the Chief Executive Officer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the Chief Executive Officer. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officers or agents that are specifically designated by resolution of the Board of Directors.

**ARTICLE V**  
**AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors or the shareholders by a two-thirds majority of the voting power of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

**ARTICLE VI**  
**INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent

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authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

**ARTICLE VII**  
**STOCK CERTIFICATES**

The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

**ARTICLE VIII**  
**DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds vote of the shareholders.

**Certification**

Ronald P. Russo, Jr., Chairman, Chief Executive Officer, Chief Financial Officer, Treasurer and Secretary of GLX, Inc. hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on July 15, 2015.

By: /Ronald P. Russo, Jr./  
Sole Director, CEO, CFO, Treasurer & Secretary