

EXHIBIT A

GLX, INC.

(a Nevada Corporation)

SECOND AMENDED AND RESTATED BYLAWS

Effective January 28, 2019

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. Annual meetings may be held solely by remote communication (such as electronic communications, videoconferencing, teleconferencing or other available technology), and shareholder participation in a meeting held solely by remote communication shall constitute presence in person at the meeting. For meetings held by remote communication, the Board of Directors shall implement reasonable measures to (a) verify the identity of each person participating through such means as a shareholder; and (b) provide the shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meetings in a substantially concurrent manner with such proceedings.

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. Special meetings may be held solely by remote communication subject to the provisions of Section 1 of this Article.

Section 3. Notice; Electronic Transmission. Pursuant to NRS 75.150, subsection 9, written notice of all shareholder meetings, whether regular or special meetings, shall be provided by electronic transmission. 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 provided by electronic transmission 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 the electronic communication enters an information processing system that the recipient shareholder has designated or uses for the purpose of receiving electronic transmissions or information of the type sent in a form ordinarily capable of being processed by that system. No notice shall be required for informal actions without a meeting as set forth in Section 8 of this Article.

Section 4. Place of Meeting; Electronic Communications. Shareholders' meetings shall be held through electronic communications, videoconferencing, teleconferencing or other available technology as determined by the Board of Directors and stated in the relevant 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 shall be entitled to that number of votes for each share of the corporation held by such shareholder as set forth in the corporation's Articles of Incorporation, as amended (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 corporation's Articles of Incorporation, as amended, or these bylaws, as amended, 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 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 time that consent setting forth the action taken or proposed to be taken is delivered to the corporation pursuant to Section 8 below; 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. Action Without a Meeting, Electronic Transmission. 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 or by electronic communication, setting forth the action so taken, is signed, by physical signature or by electronic signature, 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. Every electronic transmission shall contain information from which the corporation shall be able to determine the date of the electronic transmission and the signature of the shareholder, or the shareholder's agent or the shareholder's attorney-in-fact. An electronic transmission signed and dated under this section shall (a) have the effect of a meeting vote; (b) be considered received by the Corporation upon entry into the appropriate corporate officer's information processing system; and (c) when the designated corporate

officer has received the minimum number of consenting votes for the action to be taken, the officer shall record the votes in the manner designated by the Corporation to reflect the action to be taken.

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, which may be delivered by electronic transmission.

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.

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 by the same means of remote electronic communication as the annual meeting of the shareholders, and a director's participation in a meeting held solely by remote communication shall constitute presence in person at the meeting. 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' notice in the manner provided for in Section 7 of this Article, and may be held remotely by electronic communication. A director's participation in a special meeting held solely by remote communication shall constitute presence in person at the meeting. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Notice; Electronic Transmission. Pursuant to NRS 75.150, subsection 9, written notice of all directors' meetings, whether regular or special meetings, shall be provided. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice may be provided solely by electronic transmission to all directors and if so provided, shall be deemed effective when the electronic communication enters an information processing system that the recipient director has designated or uses for the purpose of receiving electronic transmissions or information of the type sent in a form ordinarily capable of being processed by that system. No notice shall be required for informal actions without a meeting as set forth in Section 9 of this Article.

Section 8. 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 bylaws 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 9. Action Without a Meeting, Electronic Transmission. 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, which may be by electronic communication, is signed, by physical signature or by electronic signature, by all of the directors or all of the members of the committee of directors, as the case may be. Every electronic transmission shall contain information from which the corporation shall be able to determine the date of the electronic transmission and the signature of the director. An electronic transmission signed and dated under this section shall (a) have the effect of a meeting vote; (b) be considered received by the Corporation upon entry into the appropriate corporate director's information processing system; and (c) when the designated corporate officer has received the minimum number of consenting votes for the action to be taken, the officer shall record the votes in the manner designated by the Corporation to reflect the action to be taken.

Section 10. 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 I Section 8 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 11. 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.

- 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 a majority of the Board of Directors or by a two-thirds majority of the voting power of a quorum vote at any regular or special meeting of the shareholders; 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 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; UNCERTIFICATED AND TOKENIZED SECURITIES

The corporation may issue shares of the corporation's stock without certificates, in uncertificated form, or as tokenized securities in the form of a security or equity token, using book-entry recordkeeping for uncertificated securities that may also be tokenized securities, subject to such procedures as the Board of Directors may adopt in compliance with applicable Nevada law. Within a reasonable time after the issue or transfer of shares, with or without certificates, or in tokenized security form, the corporation shall send the shareholder a written statement, which may be by electronic transmission, of the information that is required by law to be on the certificates or relating to the tokenized securities.

**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 January 28, 2019.

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