

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 000-54717

**DRYWAVE TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**27-1340346**

(State of other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**167 Penn Street, Washington Boro, Pennsylvania**

**17582**

(Address of Principal Executive Offices)

(Zip Code)

**(717) 215-9872**

(Registrant's Telephone Number, including Area Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: **None**

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: **Common Stock, par value \$0.001 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to section 13 or Section 15(d) of the Act  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is  a large accelerated filer,  an accelerated filer,  a non-accelerated filer, or  a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and ask price of such common equity as of the last business day of the registrants most recently completed second fiscal quarter (June 30, 2013) was \$16,746.

Number of shares of issuer's common stock outstanding as of April 15, 2014: 116,218,383

## TABLE OF CONTENTS

	<u>Page</u>
Part I	
Item 1. Business	5
Item 1A. Risk Factors	6
Item 1B. Unresolved Staff Comments	8
Item 2. Properties	8
Item 3. Legal Proceedings	8
Item 4. Mine Safety Disclosures	8
Part II	
Item 5. Market for Registrant's Common Equity, Related Stockholders Matters and Issuer Purchases of Equity Securities	9
Item 6. Selected Financial Data	9
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	9
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	12
Item 8. Financial Statements and Supplementary Data	13
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	25
Item 9A. Controls and Procedures	25
Item 9B. Other Information	26
Part III	
Item 10. Directors, Executive Officers and Corporate Governance	27
Item 11. Executive Compensation	29
Item 12. Securities Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	30
Item 13. Certain Relationships and Related Transactions, and Director Independence	31
Item 14. Principal Accounting Fees and Services	32
Part IV	
Item 15. Exhibits and Financial Statement Schedules	34
Signatures	35

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

*This Annual Report on Form 10-K contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements included or incorporated by reference in this Annual Report on Form 10-K, other than statements of historical fact, that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. These statements appear in a number of places, including, but not limited to “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These statements represent our reasonable judgment of the future based on various factors and using numerous assumptions and are subject to known and unknown risks, uncertainties and other factors that could cause our actual results and financial position to differ materially from those contemplated by the statements. You can identify these statements by the fact that they do not relate strictly to historical or current facts, and use words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “may,” “should,” “plan,” “project” and other words of similar meaning. In particular, these include, but are not limited to, statements relating to the following:*

- projected operating or financial results, including anticipated cash flows used in operations;*
- expectations regarding capital expenditures; and*
- our beliefs and assumptions relating to our liquidity position, including our ability to obtain additional financing.*

*Any or all of our forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and other factors including, among others:*

- the loss of key management personnel on whom we depend;*
- our ability to operate our business efficiently, manage capital expenditures and costs (including general and administrative expenses) and obtain financing when required; and*
- our expectations with respect to our acquisition activity.*

*In addition, there may be other factors that could cause our actual results to be materially different from the results referenced in the forward-looking statements, some of which are included elsewhere in this Annual Report on Form 10-K, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Many of these factors will be important in determining our actual future results. Consequently, no forward-looking statement can be guaranteed. Our actual future results may vary materially from those expressed or implied in any forward-looking statements. All forward-looking statements contained in this Annual Report on Form 10-K are qualified in their entirety by this cautionary statement. Forward-looking statements speak only as of the date they are made, and we disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Annual Report on Form 10-K, except as otherwise required by applicable law.*

## IPART I

### ITEM 1. BUSINESS

Drywave Technologies, Inc. (“Drywave”, “the Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Colorado on January 8, 2010 (Inception) under the name of Strategic Dental Management Corp.

We are a development stage company, formed to build dental practices from scratch or to acquire existing dental practices and manage all aspects of the dental practices including payroll, human resources, collections, personnel, training, etc. In addition, we planned to consult with other dental practices and train employees, manage day to day operations, provide all financial and accounting services, etc.

From Inception to date, we have generated very little revenues, and our operations have been limited to organizational, start-up, and capital formation activities. We currently have no employees other than our officer, who is also a director.

#### **Our Current Business**

On March 6, 2013, the Company came under new ownership and currently has minimal activity. The Company intends to seek new business opportunities including the acquisition of, or merger with, an existing business. We have begun preliminary negotiations for a potential merger but there can be no assurance that we will be able to enter into any definitive agreements. On July 16, 2013, the Company changed its name from Strategic Dental Management Corp. to Drywave Technologies, Inc. and changed its state of incorporation from Colorado to Delaware.

Any new acquisition or business opportunities that we may acquire will require additional financing. There can be no assurance, however, that we will be able to acquire the financing necessary to enable us to pursue our plan of operation. If we require additional financing and we are unable to acquire such funds, our business may fail. In implementing a structure for a particular business acquisition or opportunity, we may become a party to a merger, consolidation, reorganization, joint venture or licensing agreement with another entity. We may also acquire stock or assets of an existing business. Upon the consummation of the transaction, it is likely that our present management will no longer be in control of our Company.

As of the date hereof, we have not entered into any formal agreements for a business combination or opportunity. If and when any such agreement is reached, we intend to disclose such an agreement by filing a current report on Form 8-K with the SEC.

#### **Intellectual Property**

We have not registered any patents or trademarks.

#### **Employees**

We are currently operated by Austin Kibler, our Chief Executive Officer and Director. We do not anticipate hiring employees in the near future unless we complete an acquisition of, or merger with, an existing business.

#### **Research and Development**

Prior to our decision to seek new business opportunities through a merger with, or acquisition of, a target business, we did not incur any research and development expenses during the years ended December 31, 2013 and 2012.

## Legal

We are not aware of any legal proceedings relating to securities or other proceedings that could have an adverse impact on the Company in which any director, officer, or any owner of record or beneficial owner of more than five percent of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

### **ITEM 1A. RISK FACTORS**

#### **Risks Associated with our Company**

***Business opportunities that we believe are in the best interests of our company may be scarce or we may be unable to obtain the ones that we want. If we are unable to obtain a business opportunity that we believe is in the best interests of our company, we may never recommence operations and will go out of business. If we go out of business, investors will lose their entire investment in our Company.***

A large number of established and well-financed entities, including venture capital firms, are actively seeking suitable business opportunities or business combinations which may also be desirable target candidates for us. Virtually all such entities have significantly greater financial resources, technical expertise and managerial capabilities than we do. We are, consequently, at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. We will also compete with numerous other small public companies seeking suitable business opportunities or business combinations. If we are unable to obtain a business opportunity that we believe is in the best interests of our company, we may never recommence operations and will go out of business. If we go out of business, investors will lose their entire investment in our Company.

***We have had negative cash flows from operations and if we are not able to obtain further financing, our business operations may fail.***

We had cash and cash equivalents in the amount of \$4,422 and a working capital deficit of \$9,810 as of December 31, 2013. We anticipate that we will require additional financing while we are seeking a suitable business opportunity or business combination. Further, we anticipate that we will not have sufficient capital to fund our ongoing operations for the next twelve months. We may be required to raise additional financing for a particular business combination or business opportunity. We would likely secure any additional financing necessary through a private placement of our common shares.

There can be no assurance that, if required, any such financing will be available upon terms and conditions acceptable to us, if at all. Our inability to obtain additional financing in a sufficient amount when needed and upon terms and conditions acceptable to us could have a material adverse effect upon our Company. We will require further funds to finance the development of any business opportunity that we acquire. There can be no assurance that such funds will be available or available on terms satisfactory to us. If additional funds are raised by issuing equity securities, further dilution to existing or future stockholders is likely to result. If adequate funds are not available on acceptable terms when needed, we may be required to delay, scale back or eliminate the development of any business opportunity that we acquire. Inadequate funding could also impair our ability to compete in the marketplace, which may result in the dissolution of our Company.

***We do not have any targets for a business combination or other transaction and we have no minimum standards for a business combination.***

We have no definitive arrangement, agreement, or understanding with respect to acquiring a business opportunity or engaging in a business combination with any private entity. There can be no assurance that we will successfully identify and evaluate suitable business opportunities or conclude a business combination. There is no assurance that we will be able to negotiate the acquisition of a business opportunity or a business combination on terms favorable to us. We have not established a specific length of operating history or a specified level of earnings, assets, net worth or other criteria which we will require a target business opportunity to have achieved, and without which we would not consider a business combination in any form with such business opportunity. Accordingly, we may enter into a business combination with a business opportunity having no significant operating history, losses, limited or no potential for earnings, limited assets, negative net worth or other negative characteristics.

**Risks Associated with our Common Stock**

***Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations which may limit a stockholder's ability to buy and sell our stock.***

Our stock is a penny stock. The SEC has adopted Rule 15c-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

*Financial Industry Regulatory Authority sales practice requirements may also limit a stockholder's ability to buy and sell our shares of common stock.*

In addition to the “penny stock” rules described above, the Financial Industry Regulatory Authority (“**FINRA**”) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our shares of common stock, which may limit investors’ ability to buy and sell our shares of common stock and may have an adverse effect on the market for our shares.

*Our common stock is illiquid and the price of our common stock may be negatively impacted by factors which are unrelated to our operations.*

Our common stock currently trades on a limited basis on the OTC Bulletin Board. Trading of our stock through the OTC Bulletin Board is frequently thin and highly volatile. There is no assurance that a sufficient market will develop in our stock, in which case it could be difficult for stockholders to sell their stock. The market price of our common stock could fluctuate substantially due to a variety of factors, including market perception of our ability to achieve our planned growth, quarterly operating results of our competitors, trading volume in our common stock, changes in general conditions in the economy and the financial markets or other developments affecting our competitors or us. In addition, the stock market is subject to extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to their operating performance and could have the same effect on our common stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

The registrant executive office is located at 167 Penn St, Washington Boro, Pennsylvania. We are using space free of charge as it belongs to our Chief Executive Officer Austin Kibler. We believe this space will be sufficient until we merge with or acquire a target business. We do not own or lease any real property elsewhere.

#### **ITEM 3. LEGAL PROCEEDINGS**

To the best of our knowledge and belief, there is no litigation pending or threatened by or against the registrant.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.



## PART II

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

Our common stock is quoted on the Over the Counter (OTC) Bulletin Board which is sponsored by FINRA. The OTC Bulletin Board is a network of security dealers who buy and sell stock. The dealers are connected by a computer network which provides information on current "bids" and "asks" as well as volume information. The OTC Bulletin Board is not considered a "national exchange."

Our common stock is traded on the FINRA OTC Bulletin Board under the symbol "DWTP". There has been no trading market for Drywave Technologies, Inc. stock since Inception.

#### **Transfer Agent**

VStock Transfer, LLC is the registrar and transfer agent for our shares of common stock. Its address is 150 West 46<sup>th</sup> Street, 6<sup>th</sup> Floor, New York, NY 10036; Telephone: (212) 828-8436.

#### **Holders of Record**

As of April 15, 2014, there were 53 stockholders of record of our common stock holding an aggregate of 116,218,383 shares issued and outstanding.

#### **Dividend Policy**

We have not paid any dividends and do not anticipate the payment of dividends in the foreseeable future.

#### **Recent Sales of Unregistered Securities**

During our fiscal years ended December 31, 2013 and 2012, there were no sales of unregistered securities.

### **ITEM 6. SELECTED FINANCIAL DATA.**

Not required for smaller reporting companies.

### **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

#### **General**

This discussion and analysis should be read in conjunction with the accompanying financial statements and related notes. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors. The discussion and analysis of the financial condition and results of operations are based upon the financial statements, which have been prepared in accordance with accounting principles generally

accepted in the United States (“**U.S. GAAP**”). The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis we review our estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but we do not believe such differences will materially affect our financial position or results of operations. Critical accounting policies, the policies that we believe to be most important to the presentation of our financial statements and that require the most difficult, subjective and complex judgments, are outlined below in the “Summary of Significant Accounting Policies,” as disclosed in this Annual Report on Form 10-K.

### **Plan of Operation**

We are a development stage company, formed to build dental practices from scratch or to acquire existing dental practices and manage all aspects of the dental practices including payroll, human resources, collections, personnel, training etc. In addition, we planned to consult with other dental practices and train employees, manage day to day operations, provide all financial and accounting services etc. However, due to the costs associated with these plans, we have decided to pursue other business opportunities.

Our current plan of operation is to raise additional capital to maintain the Company in good standing and to explore new business opportunities. We currently have no definitive agreements with any prospective business combination. There are no assurances that we will find a suitable business with which to combine.

As a result of our limited resources, we expect to target only a single business combination. Accordingly, the prospects for our success will be entirely dependent upon the future performance of a single business. Unlike certain entities that have the resources to consummate several business combinations or entities operating in multiple industries or multiple segments of a single industry, we will not have the resources to diversify our operations or benefit from possible spreading of risks or offsetting of losses. A target business may be dependent upon the development or market acceptance of a single or limited number of products, processes or services, in which case there will be an even higher risk that the target business will not prove to be commercially viable.

Any new business opportunities will likely require additional capital. We anticipate additional funding will be in the form of equity financing from the sale of our common stock. However, we have no assurance that we will be able to raise sufficient funding from the sale of our common stock to fund all of our anticipated expenses. We do not have any arrangements in place for any future equity financing.

### **Recent Corporate Developments**

We were incorporated in the State of Colorado on January 8, 2010 under the name Strategic Dental Management Corp. In the first quarter of 2013, we entered into preliminary negotiations with Drywave Technologies USA, Inc., a Delaware corporation (“**Drywave USA**”) whereby we would acquire Drywave USA and Drywave USA would become our wholly-owned operating subsidiary (the “**Reverse Merger**”). On March 6, 2013, we came under new ownership through the purchase of 93.5% of our issued and outstanding common stock. We filed a Current Report on Form 8-K with the SEC noticing the change of control. As a condition precedent to the Reverse Merger, we agreed to effectuate the following corporate actions: (1) Name change (the “**Name Change**”) from “Strategic Dental Management Corp” to “Drywave Technologies, Inc.”; (2) reincorporation (the “**Reincorporation**”) from the State

of Colorado to the State of Delaware; and (3) twenty two and seventy five hundredths (22.75) for one (1) forward-split (the “**Forward-Split**”) of our shares (the Name Change, Reincorporation and Forward-Split are referred to collectively herein as the “**Corporate Actions**”). On May 16, 2013, our Board and our majority stockholder approved the Corporate Actions. On June 20, 2013, we filed a definitive information statement on Schedule 14C describing the Corporate Actions. The Financial Industry Regulatory Authority (“FINRA”) notified us that the Corporate Actions had been approved with an effective date of July 16, 2013. As of the date of this Report, the Reverse Merger has not been completed.

### **Significant Accounting Policies and Estimates**

The discussion and analysis of the financial condition and results of operations are based upon the financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis we review our estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but we do not believe such differences will materially affect our financial position or results of operations.

### **Results of Operations**

#### ***For the years Ended December 31, 2013 and 2012***

For the year ended December 31, 2013, we received \$5,200 in revenue from a related party, and had general and administrative expenses of \$18,309. As a result, we had a loss from operations of \$13,109 for the year ended December 31, 2013.

Comparatively, for the year ended December 31, 2012, we received \$7,500 in revenue from a related party and had general and administrative expenses of \$16,506. As a result, we had a loss from operations of \$9,006 for the year ended December 31, 2012.

The increased loss from operations between the year ended December 31, 2013 and 2012 was due to reduced revenue as well as an increase in general and administrative expenses in 2013 as compared to 2012.

General and administrative expenses, which consist of fees paid for legal, accounting, and auditing services, were incurred primarily to enable the Company to satisfy the requirements of a United States reporting company.

### **Liquidity and Capital Resources**

At December 31, 2013, the Company had a cash balance of \$4,422 and current liabilities of \$14,232 compared to a cash balance of \$4,949 and current liabilities of \$1,650 at December 31, 2012.

### *Operating Activities*

During the year ended December 31, 2013 we used cash of \$14,609 in operating activities compared to \$7,506 cash used in operating activities. In the twelve months ended December 31, 2013 we incurred losses of \$13,109 and our balance of accounts payable increased \$1,500. By the comparison, during the twelve months ended December 31, 2012 we incurred losses of \$9,387 which was partially offset by \$563 in non-cash expenses a \$1,318 increase in our balance of accounts payable.

### *Investing Activities*

We neither used, nor generated, cash flow from investing activities during the twelve months ended December 31, 2013 or 2012.

### *Financing Activities*

During the twelve months ended December 31, 2013, we received \$14,082 by way of loan from our principal shareholder to provide us with working capital. By comparison, during the twelve months ended December 31, 2012 we neither used nor received cash flow from financing activities.

### **Going Concern**

The continuation of our business is dependent upon obtaining further financing and achieving a break even or profitable level of operations in our business. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current or future stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments. There are no assurances that we will be able to obtain additional financing through either private placements, and/or bank financing or other loans necessary to support our working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, we will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to us. These conditions raise substantial doubt about our ability to continue as a going concern.

### **Recent Accounting Pronouncements**

There are no recent accounting pronouncements that are expected to have an effect on the Company's financial statements.

### **Off-Balance Sheet Arrangements**

We had no off-balance sheet transactions.

### **ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCUSSION ABOUT MARKET RISK.**

Not required for smaller reporting companies.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

**DRYWAVE TECHNOLOGIES INC.  
(A Development Stage Company)  
Consolidated Financial Statements**

**TABLE OF CONTENTS**

	<u>Page</u>
REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	14
FINANCIAL STATEMENTS	
Consolidated Balance Sheets	16
Consolidated Statements of Operations	17
Consolidated Statement of Changes in Stockholders' Equity (Deficit)	18
Consolidated Statements of Cash Flows	19
Notes to Consolidated Financial Statements	20



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors  
Drywave Technologies, Inc.  
167 Penn Street,  
Washington Boro, Pennsylvania 17582

We have audited the accompanying consolidated balance sheet of Drywave Technologies, Inc. as of December 31, 2013 and the related consolidated statement of operations, changes in stockholders' equity (deficit) and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements as of December 31, 2012, the year ended December 31, 2012 and for the period from January 8, 2010 (Inception) to December 31, 2012 were audited by another auditor who expressed an unqualified opinion on February 7, 2013. Our opinion, in so far as it relates to the period from January 8, 2010 (Inception) through December 31, 2012 is based solely on the report of the other auditor.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Drywave Technologies, Inc. as of December 31, 2013, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements the Company has suffered losses from operations since Inception (January 8, 2010) and currently does not have sufficient available funding to fully implement its business plan. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Arvada, Colorado  
April 15, 2014

*Cutler & Co. LLC*  
Cutler & Co., LLC

RONALD R. CHADWICK, P.C.  
Certified Public Accountant  
2851 South Parker Road, Suite 720  
Aurora, Colorado 80014  
Telephone (303)306-1967  
Fax (303)306-1944

Board of Directors  
Strategic Dental Management Corp.  
Mesa, Arizona

I have audited the accompanying consolidated balance sheet of Strategic Dental Management Corp. (a development stage company) as of December 31, 2012, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year ended December 31, 2012, and for the period from January 8, 2010 (inception) through December 31, 2012. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Strategic Dental Management Corp. at December 31, 2012, and the consolidated results of its operations and its cash flows for the year ended December 31, 2012, and for the period from January 8, 2010 (inception) through December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements the Company has suffered losses from operations that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Aurora, Colorado  
February 7, 2013

Ronald R. Chadwick, P.C.  
RONALD R. CHADWICK, P.C.

**Drywave Technologies, Inc.**  
**(A Development Stage Company)**  
**Consolidated Balance Sheets**

	December 31, 2013	December 31, 2012
<b><u>Assets</u></b>		
<b>Current assets:</b>		
Cash	\$ 4,422	\$ 4,949
<b>Total current assets</b>	4,422	4,949
<b>Total Assets</b>	\$ 4,422	\$ 4,949
<b><u>Liabilities and Stockholders' Equity (Deficit)</u></b>		
<b>Current liabilities:</b>		
Accrued payables	\$ 150	\$ 1,650
Due to related party	14,082	-
<b>Total current liabilities</b>	14,232	1,650
Commitments and Contingencies (Note 8)		
<b>Stockholders' equity (deficit):</b>		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; none issued and outstanding	-	-
Common stock, \$0.001 par value, 200,000,000 shares authorized; 116,218,383 shares issued and outstanding, December 31, 2013 and 2012	116,218	116,218
Additional paid-in capital	(91,005)	(91,005)
Deficit accumulated during the development stage	(35,023)	(21,914)
<b>Total stockholders' equity (deficit)</b>	(9,810)	3,299
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	\$ 4,422	\$ 4,949

See accompanying notes to consolidated financial statements



**Drywave Technologies, Inc.**  
**(A Development Stage Company)**  
**Consolidated Statements of Operations**

	<b>Year Ended December 31,</b>		<b>From January 8, 2010 (Inception) to December 31, 2013</b>
	<b>2013</b>	<b>2012</b>	
<b>Revenue - related party</b>	\$ 5,200	\$ 7,500	\$ 26,404
<b>Operating expenses:</b>			
General and administrative	18,309	16,506	61,064
<b>Total operating expenses</b>	18,309	16,506	61,064
<b>Income (loss) from operations</b>	(13,109)	(9,006)	(34,660)
<b>Other income (expense):</b>			
Miscellaneous income	-	-	200
Interest expense	-	(381)	(563)
<b>Total other income (expense)</b>	-	(381)	(363)
<b>Net income (loss)</b>	\$ (13,109)	\$ (9,387)	\$ (35,023)
<b>Net income (loss) per common share - basic and diluted</b>	\$ (0.00)*	\$ (0.00)*	
<b>Weighted average number of common shares outstanding - basic and diluted</b>	116,218,383	113,488,383	

\* Denotes a loss of less than \$(0.01) per share

See accompanying notes to consolidated financial statements.

**Drywave Technologies, Inc.**  
**(A Development Stage Company)**  
**Consolidated Statement of Changes in Stockholders' Equity (Deficit)**  
**From January 8, 2010 (Inception) to December 31, 2013**

	Common Stock, \$0.001 Par Value		Additional	Deficit	Total
	Shares	Amount	Paid-in	Accumulated	Stockholders'
			Capital	During the	Equity (Deficit)
				Development	
				Stage	
<b>Balance - January 8, 2010 (Inception)</b>	-	\$ -	\$ -	\$ -	\$ -
Compensatory stock issuances	18,200,000	18,200	(17,400)	-	800
Sales of common stock	93,275,000	93,275	(84,275)	-	9,000
Net loss for the period	-	-	-	(7,866)	(7,866)
<b>Balance - December 31, 2010</b>	111,475,000	111,475	(101,675)	(7,866)	1,934
Sales of common stock	2,013,383	2,013	6,837	-	8,850
Net loss for the year	-	-	-	(4,661)	(4,661)
<b>Balance - December 31, 2011</b>	113,488,383	113,488	(94,838)	(12,527)	6,123
Note payable conversion	2,730,000	2,730	3,270	-	6,000
Debt relief	-	-	563	-	563
Net loss for the year	-	-	-	(9,387)	(9,387)
<b>Balance - December 31, 2012</b>	116,218,383	116,218	(91,005)	(21,914)	3,299
Net loss for the year	-	-	-	(13,109)	(13,109)
<b>Balance - December 31, 2013</b>	<b>116,218,383</b>	<b>\$ 116,218</b>	<b>\$ (91,005)</b>	<b>\$ (35,023)</b>	<b>\$ (9,810)</b>

All numbers are reflective of 22.75:1 forward split completed effective July 15, 2013

See accompanying notes to consolidated financial statements

**Drywave Technologies, Inc.**  
**(A Development Stage Company)**  
**Consolidated Statements of Cash Flows**

	<b>Year Ended December 31,</b>		<b>From January 8, 2010 (Inception) to December 31, 2013</b>
	<b>2013</b>	<b>2012</b>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$(13,109)	\$(9,387)	\$ (35,023)
Adjustments to reconcile net loss to net cash used in operating activities:			
Write offs	-	563	642
Compensatory stock issuances	-	-	800
Changes in operating assets and liabilities:			
Accounts receivable	-	-	(79)
Accrued payables	(1,500)	1,318	150
<b>Net Cash Used In Operating Activities</b>	<b>(14,609)</b>	<b>(7,506)</b>	<b>(33,510)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
<b>Net Cash Provided By Investing Activities</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Note payable - borrowing	-	-	6,000
Due to related party	14,082	-	14,082
Sales of common stock	-	-	17,850
<b>Net Cash Provided By Financing Activities</b>	<b>14,082</b>	<b>-</b>	<b>37,932</b>
Net increase (decrease) in cash	(527)	(7,506)	4,422
Cash - Beginning of Period	4,949	12,445	-
Cash - End of Period	<u>\$ 4,422</u>	<u>\$ 4,939</u>	<u>\$ 4,422</u>
<b><u>SUPPLEMENTARY CASH FLOW INFORMATION:</u></b>			
Cash Paid During the Period for:			
Taxes	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -
Non-Cash Transactions:			
Conversion of related party note to shares of stock	\$ -	\$ 6,000	\$ 6,000
Forgiveness of accrued interest	\$ -	\$ 563	\$ 563

See accompanying notes to consolidated financial statements

**Drywave Technologies, Inc.**  
**(A Development Stage Company)**  
**Notes to Consolidated Financial Statements**  
**December 31, 2013**

**Note 1 Nature of Operations**

Drywave Technologies, Inc., formerly known as Strategic Dental Management Corp. (the “Company”) was incorporated on January 8, 2010 (Inception) in the State of Colorado. On July 16, 2013, the Company changed its name from Strategic Dental Management Corp. to Drywave Technologies, Inc. and changed its state of incorporation from Colorado to Delaware. The Company has had limited activity and revenue and is in the development stage. The Company provides consulting and management services to the dental industry.

On March 6, 2013, the Company came under new ownership and currently has minimal activity. The Company intends to seek new business opportunities including the acquisition of, or merger with, an existing business. See Form 8-K filed on March 12, 2013 for additional information pertaining to the change in control.

The Company has chosen December 31 as a year end.

**Note 2 Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

*Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of Drywave Technologies, Inc. and its sole wholly owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts in the financial statements and the accompanying notes. Such estimates and assumptions impact, among others, the following: assessment of the recoverability of long-lived assets and the valuation allowance for deferred tax assets due to continuing and expected future losses.

*Cash and cash equivalents*

All cash and short-term investments with original maturities of three months or less are considered cash and cash equivalents, since they are readily convertible to cash. These short-term investments are stated at cost, which approximates fair value.

### *Property and equipment*

The Company has no property or equipment at this time.

### *Due to Related Party*

Due to related party represents an obligation to pay for goods or services that were used in the ordinary course of business and paid for by a related party on the Company's behalf. Due to related party is classified as a current liability as payment is due within one year or less.

### *Revenue Recognition*

The Company recognizes revenue when it is realized or realizable and earned. We consider revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collection is reasonably assured.

### *Advertising expenses*

Advertising costs are expensed when incurred. No advertising was conducted during the years ended December 31, 2013 and 2012.

### *Income taxes*

Income taxes are accounted for in accordance with ASC 740, using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company is currently filing its income tax returns on the cash basis. The change in controlling stockholders did not result in a tax event. The Company has not recognized an adjustment for uncertain income tax positions as there are no positions that the Company feels are more-likely-than-not to be sustained. The Company recognizes interest and penalties, if any, as a component of income tax expense. No interest or penalties have been recorded as of December 31, 2013 and 2012. The Company is still subject to income tax examinations for all federal and Colorado taxes since inception.

### *Earnings (loss) per share*

The net income (loss) per share is computed by dividing the net income (loss) by the weighted average number of shares of common outstanding. Warrants, stock options, and common stock issuable upon the conversion of the Company's preferred stock (if any), are not included in the computation if the effect would be anti-dilutive and would increase the earnings or decrease loss per share.

On July 16, 2013, the Company executed a 22.75 for 1 stock split. As a result of the split, each outstanding share of the Company before the split represents 22.75 shares of common stock after the split. All share and per share amounts have been retroactively restated to reflect the split.

#### *Financial Instruments*

The carrying value of the Company's financial instruments, as reported in the accompanying balance sheet, approximates fair value due to their short term maturity.

#### *Stock based compensation*

The Company accounts for employee and non-employee stock awards under ASC 718, whereby equity instruments issued to employees for services are recorded based on the fair value of the instrument issued and those issued to non-employees are recorded based on the fair value of the consideration received or the fair value of the equity instrument, whichever is more reliably measurable.

#### *Reclassification*

Certain amounts reported in prior years in the financial statements have been reclassified to conform to the current year's presentation.

#### *Recent Accounting Pronouncements*

There are no recent accounting pronouncements that are expected to have an effect on the Company's financial statements.

#### **Note 3 Going Concern**

As reflected in the accompanying financial statements, the Company has a net loss of \$13,109 and net cash used in operations of \$14,609 for the year ended December 31, 2013, and a deficit accumulated during the development stage of \$35,023 at December 31, 2013. In addition, the Company is in the development stage and has not yet generated significant revenues. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company expects that its current cash resources as well as expected lack of operating cash flows will not be sufficient to sustain operations for a period greater than one year. The ability of the Company to continue its operations is dependent on Management's plans, which include continuing to raise equity based financing.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

#### **Note 4 Note Payable**

The Company had a note payable for \$6,000 to a company related by common control, unsecured, which bore no interest until June 28, 2011 and 6% compounded monthly thereafter, with principal and interest due in full at June 28, 2012. The note was converted into 2,730,000 shares of common stock by the Holder in December 2012 at \$0.002 per share, who also contributed interest due of \$563 to the capital of the Company. Interest expense on the note was \$381 for the year ended December 31, 2012.

#### **Note 5 Related Party Transactions**

All Company revenues for the year ended December 31, 2013 and 2012 of \$5,200 and \$7,500 respectively, are from an LLC related by common control of a Company director. The revenue was earned from providing payroll accounting and human resource consulting.

In support of the Company's efforts and cash requirements, it may rely on advances from related parties until such time that the Company can support its operations or complete a business acquisition or merger. There is no formal written commitment for continued support by related party affiliates. Amounts represent advances or amounts paid in satisfaction of liabilities. The advances are considered temporary in nature and have not been formalized by a promissory note. As of December 31, 2013, the Company had a due from related party balance outstanding with an affiliate of the Company in the amount of \$14,082. The due from related party balance is non-interest bearing, due upon demand and unsecured.

#### **Note 6 Shareholders' Equity (Deficit)**

*Preferred Stock* - The Company as of December 31, 2013 and 2012 had 10,000,000 shares of authorized preferred stock, \$0.001 par value, with none issued and outstanding, with rights, preferences and designations to be determined by the Board of Directors.

*Common Stock* - The Company as of December 31, 2013 and 2012 had 200,000,000 shares of authorized common stock, \$0.001 par value, with 116,218,383 shares issued and outstanding.

#### **Note 7 Income Taxes**

Deferred income taxes arise from the temporary differences between financial statement and income tax recognition of net operating losses. These loss carryovers are limited under the Internal Revenue Code should a significant change in ownership occur. At December 31, 2013 and 2012 the Company had net operating loss carryforwards of approximately \$35,000 and \$22,000 which will begin to expire in 2030. The deferred tax asset of approximately \$7,000 and \$4,400 as of December 31, 2013 and 2012, respectively, created by the net operating losses has been offset by a 100% valuation allowance. The change in the valuation allowance for the years ended December 31, 2013 and 2012 was \$2,600 and \$1,900, respectively.

**Note 8 Commitments and Contingencies**

*Legal Matters* - From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2013, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of our operations. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholders, is an adverse party or has a material interest adverse to our interest.

**Note 9 Subsequent Events**

In accordance with ASC855-10. "Subsequent Events" the Company has analyzed its operations subsequent to December 31, 2013 to the date of these financial statements were issued on April 15, 2014 and has determined that it does not have any material subsequent events to disclose in these financial statements.



## **ITEM 9. CHANGES AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES.**

On February 6, 2014, Drywave Technologies Inc. (the “**Registrant**”) was notified that Ron R. Chadwick, P.C., the Registrant’s independent registered accountant had retired and would no longer serve as the Registrant’s independent registered accountant. In connection with Mr. Chadwick’s retirement, the Registrant’s Board of Directors (the “**Board**”) approved the engagement of Cutler and Co., LLC to serve as the Registrant’s independent registered accountant.

The report of Ronald R. Chadwick, P.C. on the Registrant’s financial statements for the fiscal years ended December 31, 2012 and 2011 included an explanatory paragraph that noted substantial doubt about the Registrant’s ability to continue as a going concern. The audit reports of Ronald R. Chadwick, P.C. on the financial statements of the Registrant for the fiscal years ended December 31, 2012 and 2011 did not otherwise contain any adverse opinion or a disclaimer of opinion nor were they modified as to uncertainty, audit scope or accounting principles.

Prior to engaging Cutler and Co., LLC, Cutler and Co., LLC did not provide the Registrant with either written or oral advice that was an important factor considered by the Registrant in reaching a decision to change its independent registered public accounting firm to Cutler and Co., LLC.

There have been no disagreements between us and our accountants, Ronald R. Chadwick, P.C. and Cutler & Co., LLC, regarding any matter or accounting principles or practice or financial statement disclosures.

## **ITEM 9A. CONTROLS AND PROCEDURES.**

### **Evaluation of Disclosure Controls and Procedures**

We maintain “disclosure controls and procedures” as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this Annual Report, we carried out an evaluation, under the supervision and with the participation of senior management, including our chief executive officer (our principal executive officer and principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(b) and 15d-15(b). Based upon this evaluation, the chief executive officer concluded that our disclosure controls and procedures as of the end of the period covered by this Annual Report were ineffective due to the material weakness in internal control below.

### **Management’s Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting has been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures are being made only in accordance with authorization of our management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting at December 31, 2013. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework. Based on that assessment under those criteria, our management has determined that, at December 31, 2013, our internal control over financial reporting is effective.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to the exemption provided to issuers that are not "large accelerated filers" nor "accelerated filers" under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

### **Changes in internal controls over financial reporting**

During the period covered by this Annual Report, there were no changes in our internal control over financial reporting (as defined in Rule 13(a)-15(f) or 15(d)-15(f)) that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION.**

None.

### PART III

#### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS, PROMOTERS, CONTROL PERSONS, AND CORPORATE GOVERNANCE

Our bylaws provide that the number of directors who shall constitute the whole board shall be such number as the board of directors shall at the time have designated. Each director shall be selected for a term of one year and until his successor is elected and qualified. Vacancies are filled by a majority vote of the remaining directors then in office with the successor elected for the unexpired term and until the successor is elected and qualified.

The officers and directors are as follows:

<u>Name</u>	<u>Position</u>	<u>Age</u>
Austin Kibler	Chief Executive Officer and Director	31 (1)
Brian E. Ray	Director and Former Chief Executive Officer	44 (2)
John Lundgreen	Former Secretary and Director	43 (3)

- (1) Effective March 6, 2013, Austin Kibler was appointed to serve as our Chief Executive Officer and Director;
- (2) Effective March 6, 2013, Brian E. Ray resigned as our Chief Executive Officer and remained as a Director.
- (3) Effective March 6, 2013, John Lundgreen resigned as our Secretary and Director.

**Austin Kibler.** Mr. Kibler currently serves as our Chief Executive Officer and Director. From 2006 to present, Mr. Kibler served as the founder and sole member of Crown A Excavating, LLC. A Pennsylvania limited liability company. The registrants Board of Directors had determined that Mr. Kibler's experience working with and operating small businesses qualifies him to serve on the Board of Directors.

**Brian E. Ray.** Mr. Ray currently serves as a Director of our Board. Mr. Ray has been involved in small business development for over 20 years. Mr. Ray has also had extensive experience in management consulting, team development, customer service consulting, business plan development, strategic plan development, and assistance in company organization. Currently Mr. Ray is a part owner of LR Properties LLC which is a real-estate investment and development company. He is also part owner of Baywind Holdings LLC, which owns SofTouch Dental Care LLC as well as Strategic Dental Management. He volunteers as a boy scout leader and is active in politics. Mr. Ray earned a Masters of Organizational Behavior in 2000 and a bachelors degree in Psychology and Business Administration in 1995 from Brigham Young University. He is also a member of the Society of Competitive Intelligence Professionals.

#### Arrangements between Officers and Directors

On March 6, 2013, AAK Ventures, LLC, a Delaware limited liability company, purchased 93.44% of our issued and outstanding common stock held by certain holders of our common stock. Pursuant to the terms of this change in control of the Company, Brian Ray and John Lundgreen resigned all positions with the Company except Brian Ray remaining as a Director and Austin Kibler was appointed to serve as our Chief Executive Officer and Director. We filed a current report on Form 8-K on March 12, 2013 with the SEC giving notice of the change in control.

### Executive Compensation

We have not paid, nor do we owe, any compensation to our executive officer. We have not paid any compensation to our officers since our inception.

We have no employment agreements with any of our executive officers or employees.

### Board of Directors

The above named directors will serve in their capacity as director until our next annual shareholder meeting or until his or her successor is appointed.

### (b) Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires the Company's officers and directors, and persons who beneficially own more than ten (10%) percent of a class of equity securities registered pursuant to Section 12 of the Exchange Act, to file reports of ownership and changes in ownership with the Securities and Exchange Commission and the principal exchange upon which such securities are traded or quoted. Reporting Persons are also required to furnish copies of such reports filed pursuant to Section 16(a) of the Exchange Act with the Company.

Based solely on review of the copies of such forms furnished to Drywave Technologies, Inc., the Company's two (2) directors did not file their reports on a timely basis.

### Code of Ethics

We have not yet adopted a code of ethics that applies to our employees, officers and directors.

### Corporate Governance

There have been no changes in any state law or other procedures by which security holders may recommend nominees to our board of directors. In addition to having no nominating committee for this purpose, we currently have no specific audit committee and no audit committee financial expert. Based on the fact that our current business affairs are simple, any such committees are excessive and beyond the scope of our business and needs.

## ITEM 11. EXECUTIVE COMPENSATION

The following table set forth certain information as to the compensation paid to our executive officers during the years ended December 31, 2013 and 2012.

Name and Position	Year	Annual Compensation			Awards	Securities	Payouts	
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Restricted Stock Awards	Underlying Options/SARS	LTIF Payouts (\$)	All Other Compensation (\$)
Austin Kibler (1) Chief Executive Officer and Director	2013	-	-	-	-	-	-	-
	2012	-	-	-	-	-	-	-
Brian E. Ray (2) Director and Former Chief Executive Officer	2013	-	-	-	-	-	-	-
	2012	-	-	-	-	-	-	-
John Lundgreen (3) Former Secretary and Director	2013	-	-	-	-	-	-	-
	2012	-	-	-	-	-	-	-

- (1) Mr. Kibler was appointed to these positions on March 6, 2013. Mr. Kibler will not receive any compensation for his service as Chief Executive Officer.
- (2) Mr. Ray was appointed to these positions on January 8, 2010 and resigned all positions except director on March 6, 2013. For the years ended December 31, 2013 and 2012, no compensation was paid to Mr. Ray.
- (3) Mr. Lundgreen was appointed to these positions on January 8, 2010 and resigned all positions on March 6, 2013. For the years ended December 31, 2013 and 2012, no compensation was paid to Mr. Lundgreen.

### Compensation Discussion and Analysis

We do not have any standard arrangements by which directors are compensated for any services provided as a director. No cash has been paid to the directors in their capacity as such.

### Outstanding Equity Awards

Our directors and officers do not have unexercised options, stock that has not vested, or equity incentive plan awards.

## Long-Term Incentive Plans and Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance. No individual grants or agreements regarding future payouts under non-stock price-based plans have been made to any executive officer or any director or any employee or consultant since our inception; accordingly, no future payouts under non-stock price-based plans or agreements have been granted or entered into or exercised by our officer or director or employees or consultants since inception.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following tables set forth information as of April 15, 2014, regarding the ownership of our common stock by:

- Each person who is known by us to own more than 5% of our shares of common stock; and
- Each named executive officer, each director and all of our directors and executive officers as a group.

The number of shares beneficially owned and the percentage of shares beneficially owned are based on 116,218,383 shares of common stock outstanding as of April 15, 2014.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC and generally includes voting or investment power with respect to securities. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting power or investment power and includes any shares that an individual or entity has the right to acquire beneficial ownership of within 60 days through the exercise of any warrant, stock option, or other right. Shares subject to options that are exercisable within 60 days following April 15, 2014 are deemed to be outstanding and beneficially owned by the optionee for the purpose of computing share and percentage ownership of that optionee but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table, and as affected by applicable community property laws, all persons listed have sole voting and investment power for all shares shown as beneficially owned by them.

Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned	
	Shares of Common Stock Beneficially Owned	Percentage of Class Beneficially Owned
AAK Ventures, LLC (1) 167 Penn Street Washington Boro, PA 17582	108,599,082	93.44%
Austin Kibler (2) 167 Penn Street Washington Boro, PA 17582	108,599,082	93.44%
Brian Ray 167 Penn Street Washington Boro, PA 17582	455	0.00%
All current executives officers and directors as a group (2 persons)	108,599,537	93.44%

- (1) AAK Ventures, LLC is a Delaware limited liability company. Mr. Austin Kibler, the Chief Executive Officer of the Company, has voting and investment power with respect to these shares.
- (2) Includes shares beneficially owned by AAK Ventures, LLC. AAK Ventures, LLC is a Delaware limited liability company in which Austin Kibler has voting and investment power with respect to these shares.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

#### **Due to Related Party**

In support of the Company's efforts and cash requirements, it may rely on advances from related parties until such time that the Company can support its operations or complete a business acquisition or merger. There is no formal written commitment for continued support by related party affiliates. Amounts represent advances or amounts paid in satisfaction of liabilities. The advances are considered temporary in nature and have not been formalized by a promissory note.

As of December 31, 2013, the Company had a due to related party balance outstanding with an affiliate of the Company in the amount of \$14,082. The due to related party balance is non-interest bearing, due upon demand and unsecured.

## Note Payable

The registrant had a note payable for \$6,000 to American Business Services, Inc., a company owned by Phil Ray, the father of our Chief Executive Officer Brian Ray. This convertible note was unsecured and bore a compounding monthly interest of 6%. This note was converted into 2,730,000 common shares of the registrant by the holder in December 2012 at \$0.002 per share, who also contributed interest due him of \$563 to the capital of the registrant. Interest expense from the note for the year ended December 31, 2012 was \$381.

## Director Independence

Because our common stock is not currently listed on a national securities exchange, we have used the definition of "independence" of The NASDAQ Stock Market to determine whether our current director or our new directors are independent. We have determined that as of the date of this Annual Report we do not have an individual who qualifies as "independent" in accordance with the published listing requirements of The NASDAQ Stock Market and for purposes of Section 16 of the Exchange Act. NASDAQ Listing Rule 5605(a)(2) provides that an "independent director" is a person other than an officer or employee of the Company or any other individual having a relationship which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The NASDAQ listing rules provide that a director cannot be considered independent if:

- the director is, or at any time during the past three years was, an employee of the Company;
- the director or a family member of the director accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the independence determination (subject to certain exclusions, including, among other things, compensation for board or board committee service);
- a family member of the director is, or at any time during the past three years was, an executive officer of the Company;
- the director or a family member of the director is a partner in, controlling stockholder of, or an executive officer of an entity to which the Company made, or from which the Company received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenue for that year or \$200,000, whichever is greater (subject to certain exclusions);
- the director or a family member of the director is employed as an executive officer of an entity where, at any time during the past three years, any of the executive officers of the Company served on the compensation committee of such other entity; or
- the director or a family member of the director is a current partner of the Company's outside auditor, or at any time during the past three years was a partner or employee of the Company's outside auditor, and who worked on the company's audit.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

### Audit Fees

The aggregate fees billed and estimated to be billed for the fiscal years ended December 31, 2013 and 2012 for professional services rendered by Ronald R. Chadwick, P.C. for the audit of the registrant's annual financial statements and review of the financial statements included in the registrant's Form 10-Q or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the fiscal years ended December 31, 2013 and 2012, were \$8,100 and \$7,250, respectively.



Audit related fees

None

Tax Fees

None

All Other Fees

None

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
2.1	Plan of Conversion, dated June 25, 2013 *
3.1	Articles of Conversion, dated June 25, 2013 *
3.2	Certificate of Conversion, dated June 25, 2013 *
3.3	Certificate of Incorporation, dated June 25, 2013 *
3.4	Delaware By-laws, dated June 25, 2013 *
21.1	List of Subsidiaries *
31.1	Certificate of Chief Executive Officer and Chief Financial Officer as adopted pursuant to
	Section 302 of the Sarbanes-Oxley Act of 2002 *
32.2	Certification of Chief Executive Officer and Chief Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101	Interactive Data File (Form 10-K) for the fiscal year ended December 31, 2013
furnished	in XBRL) **

\*Filed herewith

\*\*Furnished herewith, pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 her to are deemed not filed or part of any registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act, and otherwise are not subject to liability under those sections.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

### DRYWAVE TECHNOLOGIES, INC.

By:

/s/ Austin Kibler

**Austin Kibler**  
Chief Executive Officer  
(Principal Executive Officer  
and Principal Accounting Officer)

Date : April 15, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed by the following persons in the capacities and on the date indicated.

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/ Austin Kibler</u>	Chief Executive Officer and	April 15, 2014 Director Austin Kibler
<u>/s/ Brian Ray</u> Brian Ray	Director	April 15, 2014

**PLAN OF CONVERSION**  
**FOR CONVERTING**  
**STRATEGIC DENTAL MANAGEMENT CORP.,**  
**a Colorado corporation**  
**TO**  
**DRYWAVE TECHNOLOGIES, INC.,**  
**a Delaware corporation**

This Plan of Conversion (together with all of the exhibits attached hereto, the "**Plan**"), dated June 25, 2013, is hereby adopted by Strategic Dental Management Corp., a Colorado corporation (the "**Company**"), in order to set forth the terms, conditions and procedures governing the conversion of the Company from a Colorado corporation to a Delaware corporation pursuant to Section 265 of the General Corporation Law of the State of Delaware, as amended (the "**DGCL**"), and Sections 7-90-201 and 7-90-202 of the Colorado Corporations and Associations Act, as amended (the "**CCA**A").

**RECITALS**

**WHEREAS**, the Company is a corporation organized and existing under the laws of the State of Colorado;

**WHEREAS**, the Board of Directors of the Company (the "**Board**") has determined that it would be in the best interests of the Company and its shareholders for the Company to convert from a Colorado corporation to a Delaware corporation pursuant to Section 265 of the DGCL and Sections 7-90-201 and 7-90-202 of the CCA; and

**WHEREAS**, the form, terms and provisions of this Plan have been authorized, approved and adopted by the Board and a majority of the Company's shareholders by written consent.

**NOW, THEREFORE, BE IT RESOLVED**, that the Company hereby adopts the Plan as follows:

**1. Conversion.**

- a. Upon the Effective Date (as hereinafter defined), the Company shall be converted from a Colorado corporation to a Delaware corporation pursuant to Section 265 of the DGCL and Sections 7-90-201 and 7-90-202 of the CCA (the "**Conversion**") and the Company, as converted to a Delaware corporation (the "**Resulting Company**"), shall thereafter be subject to all of the provisions of the DGCL, except that notwithstanding Section 106 of the DGCL, the existence of the Resulting Company shall be deemed to have commenced on the date the Company commenced its existence in the State of Colorado.

- b. As promptly as practicable following the adoption of the Plan, the Company shall cause the Conversion to be effective by:
  - i. filing a statement of conversion pursuant to Section 7-90-201.7 of the CCAA, substantially in the form attached hereto as **Exhibit A** (the “**Statement of Conversion**”) with the Secretary of State of the State of Colorado;
  - ii. filing a certificate of conversion, substantially in the form attached hereto as **Exhibit B**, pursuant to Sections 103 and 265 of the DGCL in (the “**Certificate of Conversion**”) with the Secretary of State of the State of Delaware; and
  - iii. filing a certificate of incorporation of the Resulting Company substantially in the form attached hereto as **Exhibit C** (the “**Certificate of Incorporation**”) with the Secretary of State of the State of Delaware.
- c. Upon the Effective Date, the bylaws substantially in the form attached hereto as **Exhibit D** (the “**Delaware Bylaws**”) will be the bylaws of the Resulting Company, and the Board of the Resulting Company shall adopt the Delaware Bylaws as promptly as practicable following the Effective Date.

## 2. **Effect of Conversion.**

- a. Upon the Effective Date, the name of the Resulting Company will be “Drywave Technologies, Inc.”
- b. Upon the Effective Date, by virtue of the Conversion and without any further action on the part of the Company or its shareholders, the Resulting Company shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the Company existing immediately prior to the Effective Date. Upon the Effective Date, by virtue of the Conversion and without any further action on the part of the Company or its shareholders, for all purposes of the laws of the State of Delaware, all of the rights, privileges and powers of the Company existing immediately prior to the Effective Date, and all property, real, personal and mixed, and all debts due to the Company existing immediately prior to the Effective Date, as well as all other things and causes of action belonging to the Company existing immediately prior to the Effective Date, shall remain vested in the Resulting Company and shall be the property of the Resulting Company and the title to any real property vested by deed or otherwise in the Company existing immediately prior to the Effective Date shall not revert or be in any way impaired by reason of the Conversion; but all rights of creditors and all liens upon any property of the Company existing immediately prior to the Effective Date shall be preserved unimpaired, and all debts, liabilities and duties of the Company existing immediately prior to the Effective Date shall remain attached to the Resulting Company upon the Effective Date, and may be enforced against the Resulting Company to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Resulting Company in its capacity as a corporation of the State of Delaware. The rights, privileges, powers and interests in property of the Company existing immediately prior to the Effective Date, as well as the debts, liabilities and duties of the Company existing immediately prior to the Effective Date, shall not be deemed, as a consequence of the Conversion, to have been transferred to the Resulting Company upon the Effective Date for any purpose of the laws of the State of Delaware.

- c. The Conversion shall not be deemed to affect any obligations or liabilities of the Company incurred prior to the Conversion or the personal liability of any person incurred prior to the Conversion.
- 3. Taxes.** The Company intends for the Conversion to constitute a tax-free reorganization qualifying under Section 368(a) of the Internal Revenue Code of 1986, as amended. Accordingly, neither the Company nor any of its shareholders should recognize gain or loss for federal income tax purposes as a result of the Conversion.
- 4. Effective Date.** The Conversion shall become effective upon the filing of the Statement of Conversion, the Certificate of Conversion and the Delaware Certificate of Incorporation (the time of the effectiveness of the Conversion, the “**Effective Date**”).
- 5. Effect of Conversion on the Company’s Securities.** Upon the Effective Date, by virtue of the Conversion and without any further action on the part of the Company or its shareholders:
- a. Each share of common stock of the Company, \$0.001 par value per share (“**Company Common Stock**”) that is issued and outstanding immediately prior to the Effective Date shall convert into one validly issued, fully paid and nonassessable share of common stock, \$0.001 par value per share, of the Resulting Company (“**Resulting Company Common Stock**”). Each share of preferred stock of the Company, \$0.001 par value per share (“**Company Preferred Stock**”) that is issued and outstanding immediately prior to the Effective Date shall convert into one validly issued, fully paid and nonassessable share of preferred stock of the Resulting Company, \$0.001 par value per share (“**Resulting Company Preferred Stock**”).
  - b. The authorized capital of the Resulting Company shall be: (i) 200,000,000 shares of the Resulting Company Common Stock and; (ii) 10,000,000 shares of the Resulting Company Preferred Stock.
  - c. All of the outstanding certificates representing shares of Company Common Stock immediately prior to the Effective Date shall be deemed for all purposes to continue to evidence ownership of and to represent the same number of shares of Resulting Company Common Stock.
- 6. Effect of Conversion on Directors and Officers.** Upon the Effective Date, by virtue of the Conversion and without any further action on the part of the Company or its shareholders, the members of the Board and the officers of the Company holding their respective offices in the Company existing immediately prior to the Effective Time shall continue in their respective offices as members of the Board and officers of the Resulting Company.
- 7. Further Assurances.** If, at any time after the Effective Date, the Resulting Company shall determine or be advised that any deeds, bills of sale, assignments, agreements, documents or assurances or any other acts or things are necessary, desirable or proper, consistent with the terms of the Plan, (a) to vest, perfect or confirm, of record or otherwise, in the Resulting Company its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Company existing immediately prior to the Effective Date, or (b) to otherwise carry out the purposes of the Plan, the Resulting Company and its officers and directors are hereby authorized to solicit in the name of the Resulting Company any third-party consents or other documents required to be delivered by any

third-party, to execute and deliver, in the name and on behalf of the Resulting Company all such deeds, bills of sale, assignments, agreements, documents and assurances and do, in the name and on behalf of the Resulting Company, all such other acts and things necessary, desirable or proper to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Company existing immediately prior to the Effective Date and otherwise to carry out the purposes of the Plan.

**8. Termination; Amendment.** At any time prior to the Effective Date, the Plan may be terminated or amended by action of the Board if, in the opinion of the Board, such action would be in the best interests of the Company and its stockholders.

**10. Third Party Beneficiaries.** The Plan shall not confer any rights or remedies upon any person other than as expressly provided herein.

**11. Severability.** Whenever possible, each provision of the Plan will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of the Plan is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of the Plan.

**IN WITNESS WHEREOF**, the Company has caused this Plan to be duly executed as of the date first above written.

**STRATEGIC DENTAL MANAGEMENT CORP.**

By: /s/ Austin Kibler  
Austin Kibler  
Chief Executive Officer

**EXHIBIT A TO THE PLAN OF CONVERSION**  
**STATEMENT OF CONVERSION**

A-5



**EXHIBIT B TO THE PLAN OF CONVERSION**  
**CERTIFICATE OF CONVERSION**

A-6

**EXHIBIT C TO THE PLAN OF CONVERSION  
CERTIFICATE OF INCORPORATION**

A-7

**EXHIBIT D TO THE PLAN OF CONVERSION**

**BYLAWS**



Colorado Secretary of State  
 Date and Time: 06/26/2013 09:41 AM  
 ID Number: 20101013567  
 Document number: 20131375475  
 Amount Paid: \$50.00

Document must be filed electronically.  
 Paper documents are not accepted.  
 Fees & forms are subject to change.  
 For more information or to print copies  
 of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

ABOVE SPACE FOR OFFICE USE ONLY

**Statement of Conversion Converting a Domestic Entity into a Foreign Entity**  
 filed pursuant to § 7-90-201.7 (1) and § 7-90-204.5 of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number, entity name, form of entity, jurisdiction under the law of which it is formed, and principal office address are

ID number	<u>20101013567</u> <i>(Colorado Secretary of State ID number)</i>		
Entity name	<u>Strategic Dental Management Corp</u>		
Form of entity	<u>Corporation</u>		
Jurisdiction	<u>Colorado</u>		
Principal office street address	<u>167 Penn Street</u> <i>(Street number and name)</i>		
	<u>Washington Boro</u> <i>(City)</i>	<u>PA</u> <i>(State)</i>	<u>17582</u> <i>(ZIP/Postal Code)</i>
	<u></u> <i>(Province - if applicable)</i>	<u>United States</u> <i>(Country)</i>	
Principal office mailing address (leave blank if same as street address)	<u></u> <i>(Street number and name or Post Office Box information)</i>		
	<u></u> <i>(City)</i>	<u></u> <i>(State)</i>	<u></u> <i>(ZIP/Postal Code)</i>
	<u></u> <i>(Province - if applicable)</i>	<u></u> <i>(Country)</i>	

2. For the resulting entity, its true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

True name	<u>Drywave Technologies, Inc.</u>		
Form of entity	<u>Foreign Corporation</u>		
Jurisdiction	<u>Delaware</u>		
Street address	<u>167 Penn Street</u> <i>(Street number and name)</i>		
	<u>Washington Boro</u> <i>(City)</i>	<u>PA</u> <i>(State)</i>	<u>17582</u> <i>(ZIP/Postal Code)</i>
	<u></u> <i>(Province - if applicable)</i>	<u></u> <i>(Country)</i>	

Mailing address  
(leave blank if same as street address) \_\_\_\_\_  
(Street number and name or Post Office Box information)

\_\_\_\_\_

\_\_\_\_\_ (City) \_\_\_\_\_ (State) \_\_\_\_\_ (ZIP/Postal Code)

\_\_\_\_\_ (Province – if applicable) \_\_\_\_\_ (Country)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

4. (Mark the applicable box and complete the statement. Caution: Mark only one box.)

The resulting foreign entity does not maintain a registered agent in this state and service of process may be addressed to the entity and mailed to the principal address pursuant to section 7-90-704 (2), C.R.S.

or

The resulting foreign entity maintains a registered agent to accept service pursuant to section 7-90-204.5, C.R.S. The person appointed as registered agent has consented to being so appointed. Such registered agent's name and address are

Name  
(if an individual) \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)

or

(if an entity)  
(Caution: Do not provide both an individual and an entity name.)

Street address \_\_\_\_\_  
(Street number and name)

\_\_\_\_\_

\_\_\_\_\_ (City) \_\_\_\_\_ CO \_\_\_\_\_ (State) \_\_\_\_\_ (ZIP Code)

Mailing address  
(leave blank, if same as street address) \_\_\_\_\_  
(Street number and name or Post Office Box information)

\_\_\_\_\_

\_\_\_\_\_ (City) \_\_\_\_\_ CO \_\_\_\_\_ (State) \_\_\_\_\_ (ZIP Code)

5. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

6. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are 07/15/2013 09:59 PM  
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent

documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

7. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Epps</u>	<u>Anthony</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>Dorsey &amp; Whitney LLP</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>1400 Wewatta Street, Suite 400</u>			
<u>Denver</u>	<u>CO</u>	<u>80202</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u></u>	<u></u>	
<small>(Province – if applicable)</small>	<small>(Country)</small>		

*(If applicable, adopt the following statement by marking the box and include an attachment.)*

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Non-Delaware Corporation first formed is Colorado.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Colorado.
3. The date the Non-Delaware Corporation first formed is January 8, 2010.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate of Conversion is Strategic Dental Management Corp.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Drywave Technologies, Inc.
6. This Certificate of Conversion shall be effective at 11:59 pm EDT on July 15, 2013.

**IN WITNESS WHEREOF**, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate of Conversion on the 25th day of July, 2013.

By: /s/ Austin Kibler  
Austin Kibler  
Chief Executive Officer

**CERTIFICATE OF INCORPORATION  
OF  
DRYWAVE TECHNOLOGIES, INC.**

I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware (the “**DGCL**”), certify as follows:

1. The name of the corporation is Drywave Technologies, Inc. (the “**Corporation**”).
2. The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801 New Castle County.
3. The name of the registered agent of the Corporation at such address is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801 New Castle County.
4. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.
5. The total number of shares of stock which the Corporation is authorized to issue is two hundred and ten million (210,000,000). Two hundred million (200,000,000) shares shall be common stock, par value \$0.001 per share, and ten million shares (10,000,000) shall be preferred stock, par value \$0.001 per share. The Board of Directors shall, by resolution and amendment to these Articles of Incorporation and without further approval of the stockholders of the Corporation, prescribe the classes, series and the number of each class or series of such preferred stock and the voting powers, designations, preferences, limitations, restrictions and relative rights of each such class or series.
6. The name and mailing address of the incorporator(s) of the Corporation are:

Name	<u>Address</u>
Austin Kibler	<u>167 Penn Street</u>
	<u>Washington Boro, Pennsylvania, 17582</u>



7. Any director of the Corporation's Board of Directors (the "**Board**") or the entire Board may be removed at any time, with or without cause, by the holders of at least sixty-six and two-thirds percent (66 2/3%) of the shares entitled to vote at an election of directors.

8. Unless and except to the extent that the bylaws of the Corporation (the "**Bylaws**") shall so require, the vote by stockholders on any matter, including the election of directors, need not be by written ballot.

9. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal of this paragraph eight shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

10. To the fullest extent permitted by law, the Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation. Any amendment, repeal or modification of this paragraph 10 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

11. In furtherance of, and not in limitation of, the powers conferred by statute, the Board is expressly authorized to adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the stockholders; provided that any Bylaw adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered or repealed by the stockholders.

12. The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation of the Corporation (the "**Certificate of Incorporation**") or the Bylaws, from time to time, to amend the Certificate of Incorporation or any provision thereof in any manner now

13. or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

14. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, the Certificate of Incorporation or the By-laws or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

15. This Certificate of Incorporation shall be effective at 11:59 pm EDT on July 15, 2013.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 25th day of June, 2013.

**Incorporator**

/s/ Austin Kibler\_\_\_\_\_

Austin Kibler

**BYLAWS OF  
DRYWAVE TECHNOLOGIES, INC.**

**Adopted June 25, 2013**

## TABLE OF CONTENTS

Page

### ARTICLE I — MEETINGS OF STOCKHOLDERS

- 1.1 Place of Meetings
- 1.2 Annual Meeting
- 1.3 Special Meeting
- 1.4 Notice of Stockholders' Meetings
- 1.5 Quorum
- 1.6 Adjourned Meeting; Notice
- 1.7 Conduct of Business
- 1.8 Voting
- 1.9 Stockholder Action by Written Consent Without a Meeting
- 1.10 Record Dates
- 1.11 Proxies
- 1.12 List of Stockholders Entitled to Vote

### ARTICLE II — DIRECTORS

- 2.1 Powers
- 2.2 Number of Directors
- 2.3 Election, Qualification and Term of Office of Directors
- 2.4 Chairperson and Vice Chairperson
- 2.5 Resignation and Vacancies
- 2.6 Place of Meetings; Meetings by Telephone
- 2.7 Conduct of Business
- 2.8 Regular Meetings
- 2.9 Special Meetings; Notice
- 2.10 Quorum; Voting
- 2.11 Board Action by Written Consent Without a Meeting
- 2.12 Fees and Compensation of Directors
- 2.13 Removal of Directors

### ARTICLE III — COMMITTEES

- 3.1 Committees of Directors
- 3.2 Committee Minutes
- 3.3 Meetings and Actions of Committees
- 3.4 Subcommittees

### ARTICLE IV — OFFICERS

- 4.1 Officers
- 4.2 Appointment of Officers
- 4.3 Subordinate Officers
- 4.4 Removal and Resignation of Officers
- 4.5 Vacancies in Offices
- 4.6 Representation of Shares of Other Corporations
- 4.7 Chief Executive Officer
- 4.8 President
- 4.9 Vice President

4.10 Chief Financial Officer

4.11 Treasurer

4.12 Secretary

#### ARTICLE V — INDEMNIFICATION

5.1 Indemnification of Directors and Officers in  
Third Party Proceedings

5.2 Indemnification of Directors and Officers in  
Actions by or in the Right of the Company

5.3 Successful Defense

5.4 Indemnification of Others

5.5 Advanced Payment of Expenses

5.6 Limitation on Indemnification

5.7 Determination; Claim

5.8 Non-Exclusivity of Rights

5.9 Insurance

5.10 Survival

5.11 Effect of Repeal or Modification

5.12 Certain Definitions

#### ARTICLE VI — STOCK

6.1 Stock Certificates; Partly Paid Shares

6.2 Special Designation on Certificates

6.3 Lost Certificates

6.4 Dividends

6.5 Transfers

#### ARTICLE VII — MANNER OF GIVING NOTICE AND WAIVER

7.1 Notice of Stockholder Meetings

7.2 Notice by Electronic Transmission

7.3 Notice to Stockholders Sharing an Address

7.4 Notice to Person with Whom Communication is Unlawful

7.5 Waiver of Notice

#### ARTICLE VIII — GENERAL MATTERS

8.1 Fiscal Year

8.2 Seal

8.3 Annual Report

8.6 Construction; Definitions

#### ARTICLE IX — AMENDMENTS

## BYLAWS

### ARTICLE I — MEETINGS OF STOCKHOLDERS

#### 1.1 *Place of Meetings*

. Meetings of the stockholders of Drywave Technologies, Inc. (the “**Company**”) shall be held at any place determined by the Company’s board of directors (the “**Board**”). The Board may, in its sole discretion, determine that a meeting of the stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law (the “**DGCL**”). In the absence of any such designation or determination, the stockholders’ meetings shall be held at the Company’s principal executive office.

#### 1.2 *Annual Meeting*

. An annual meeting of the stockholders shall be held for the election of directors at such date and time as may be designated by resolution of the Board from time to time, which date shall be within 13 months of the last annual meeting of stockholders. Any other proper business may be transacted at the annual meeting.

#### 1.3 *Special Meeting*

. A special meeting of the stockholders may be called at any time by the Board, President, Chief Executive Officer or by one or more of the stockholders holding shares in the aggregate entitled to cast not less than 20% of the votes at that meeting.

A special meeting of stockholders can be called for any purpose permissible under the DGCL, including but not limited to, calling a meeting for the election of directors, should the Board fail to hold an annual meeting for such purpose within 13 months of the last annual meeting of stockholders pursuant to Section 1.2, or calling a meeting for the removal and appointment of directors pursuant to Section 2.13.

If any person(s) other than the Board calls a special meeting, the request shall:

- (i) be in writing;
- (ii) specify the time of such meeting and the general nature of the business proposed to be transacted; and
- (iii) be delivered personally or sent by registered mail or by facsimile transmission to the Board, the President, the Chief Executive Officer or the Secretary of the

Company.

The officer(s) receiving the request shall cause notice to be promptly given to the stockholders entitled to vote at such meeting, in accordance with these bylaws, that a meeting will be held at the time requested by the person or persons calling the meeting. No business may be transacted at such special meeting other than the business specified in such notice to the stockholders. Nothing contained in this paragraph of this **Section** shall be construed as limiting, fixing, or affecting the time when a meeting of the stockholders called by action of the Board may be held.

#### 1.4 *Notice of Stockholders' Meetings*

. Whenever the stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which the stockholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting, if such date is different from the record date for determining the stockholders entitled to notice of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Except as otherwise provided in the DGCL, the certificate of incorporation or these bylaws, the written notice of any meeting of the stockholders shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting.

#### 1.5 *Quorum*

. Except as otherwise provided by law, the certificate of incorporation or these bylaws, at each meeting of the stockholders the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. Where a separate vote by a class or series or classes or series is required, a majority of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter, except as otherwise provided by law, the certificate of incorporation or these bylaws.

If, however, such quorum is not present or represented at any meeting of the stockholders, then either (i) the chairperson of the meeting, or (ii) the stockholders entitled to vote at the meeting, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, in the manner provided in **Section** of these bylaws, until a quorum is present or represented.

#### 1.6 *Adjourned Meeting; Notice*

. Any meeting of the stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which the stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Company may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for the stockholders entitled to vote is fixed for the adjourned meeting, the Board shall fix a new record date for notice of such adjourned meeting in accordance with Section 213(a) of the DGCL and **Section** of these bylaws, and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

### **1.7 Conduct of Business**

. The chairperson of any meeting of the stockholders shall determine the order of business and the procedure at the meeting, including such regulation on the manner of voting and the conduct of business. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

### **1.8 Voting**

. The stockholders entitled to vote at any meeting of the stockholders shall be determined in accordance with the provisions of **Section** of these bylaws, subject to Section 217 (relating to voting rights of fiduciaries, pledgors and joint owners of stock) and Section 218 (relating to voting trusts and other voting agreements) of the DGCL.

Except as may be otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of the stockholders shall be entitled to one vote for each share of capital stock held by such stockholder which has voting power upon the matter in question. Voting at meetings of the stockholders need not be by written ballot and, unless otherwise required by law, need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting. If authorized by the Board, such requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission (as defined in **Section** of these bylaws), *provided* that any such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder or proxy holder.

Except as otherwise required by law, the certificate of incorporation or these bylaws, in all matters other than the election of directors, the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Except as otherwise required by law, the certificate of incorporation or these bylaws, 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. Where a separate vote by a class or series or classes or series is required, in all matters other than the election of directors, the affirmative vote of the majority of shares of such class or series or classes present in person or represented by proxy at the meeting shall be the act of such class or series or classes or series, except as otherwise provided by law, the certificate of incorporation or these bylaws.

### **1.9 Stockholder Action by Written Consent Without a Meeting**

. Unless otherwise provided in the certificate of incorporation, any action required by the DGCL to be taken at any annual or special meeting of the stockholders of a corporation, or any action which may be taken at any annual or special meeting of such stockholders, 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 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.



An electronic transmission (as defined in **Section** ) consenting to an action to be taken and transmitted by a stockholder or proxy holder, or by a person or persons authorized to act for a stockholder or proxy holder, shall be deemed to be written, signed and dated for purposes of this **Section** , *provided* that any such electronic transmission sets forth or is delivered with information from which the Company can determine (i) that the electronic transmission was transmitted by the stockholder or proxy holder or by a person or persons authorized to act for the stockholder or proxy holder and (ii) the date on which such stockholder or proxy holder or authorized person or persons transmitted such electronic transmission.

In the event that the Board shall have instructed the officers of the Company to solicit the vote or written consent of the stockholders of the Company, an electronic transmission of a stockholder written consent given pursuant to such solicitation may be delivered to the Secretary or the President of the Company or to a person designated by the Secretary or the President. The Secretary or the President of the Company or a designee of the Secretary or the President shall cause any such written consent by electronic transmission to be reproduced in paper form and inserted into the corporate records.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing 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 notice of such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the Company as provided in Section 228 of the DGCL. In the event that the action which is consented to is such as would have required the filing of a certificate under any provision of the DGCL, if such action had been voted on by the stockholders at a meeting thereof, the certificate filed under such provision shall state, in lieu of any statement required by such provision concerning any vote of the stockholders, that written consent has been given in accordance with Section 228 of the DGCL.

#### 1.10 ***Record Dates***

. In order that the Company may determine the stockholders entitled to notice of any meeting of the stockholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination.

If no record date is fixed by the Board, the record date for determining the stockholders entitled to notice of and to vote at a meeting of the stockholders 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.

A determination of the stockholders of record entitled to notice of or to vote at a meeting of the stockholders shall apply to any adjournment of the meeting; *provided, however*, that the Board may fix a new record date for determination of the stockholders entitled to vote at the adjourned meeting, and in

such case shall also fix as the record date for the stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of the stockholders entitled to vote in accordance with the provisions of Section 213 of the DGCL and this **Section** at the adjourned meeting.

In order that the Company may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining the stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Company in accordance with applicable law. If no record date has been fixed by the Board and prior action by the Board is required by law, the record date for determining the stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

In order that the Company 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 may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining the stockholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

#### 1.11 *Proxies*

. Each stockholder entitled to vote at a meeting of the stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212 of the DGCL.

#### 1.12 *List of Stockholders Entitled to Vote*

. The officer who has charge of the stock ledger of the Company shall prepare and make, at least 10 days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at the meeting; *provided, however*, if the record date for determining the stockholders entitled to vote is less than 10 days before the meeting date, the list shall reflect the stockholders entitled to vote as of the 10th day before the meeting date, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. The Company shall not be required to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting for a period of at least ten days prior to the meeting during ordinary business hours, at the Company's principal place of business. If the meeting is to be held at a place, then the list shall be produced and kept at the time and

place of the meeting during the whole time thereof, and may be examined by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

## ARTICLE II — DIRECTORS

### 2.1 *Powers*

. The business and affairs of the Company shall be managed under the direction of the Board, acting through the authorized officers of the Company, except as may be otherwise provided in the DGCL or the certificate of incorporation.

### 2.2 *Number of Directors*

. The Board shall consist of one or more members, each of whom shall be a natural person. Unless the certificate of incorporation fixes the number of directors, the number of directors shall be determined from time to time by resolution of the stockholders or by resolution of the Board. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

### 2.3 *Election, Qualification and Term of Office of Directors*

. Except as provided in **Section** of these bylaws, and subject to **Sections , 1.3** and of these bylaws, directors shall be elected at each annual meeting of the stockholders. Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws. The certificate of incorporation or these bylaws may prescribe other qualifications for directors. Each director shall hold office until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

### 2.4 *Chairperson and Vice Chairperson*

. The Board may elect from its members a Chairperson of the Board and a Vice Chairperson. The Chairperson shall preside over all meetings of the Board and of the stockholders. The Chairperson shall have such other powers and perform such other duties as the Board may designate. If the Board elects a Vice Chairperson, the Vice Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and have such other powers or perform such other duties as the Board may designate from time to time.

### 2.5 *Resignation and Vacancies*

. Any director may resign at any time upon notice given in writing or by electronic transmission to the Company. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation which is conditioned upon the director failing to receive a specified vote for reelection as a director may provide that it is irrevocable. Unless otherwise provided in the certificate of incorporation

or by these bylaws, if any vacancies shall occur in the Board by reason of death, resignation or otherwise, or if the number of directors shall be increased, the directors then in office shall continue to act and such vacancies or newly created directorships shall be filled by a vote of the directors then in office, though less than a quorum, in any way approved by the meeting. Any directorship to be filled by reason of removal of one or more directors by the shareholders may be filled pursuant to Section 2.13 below. Unless otherwise provided in the certificate of incorporation or these bylaws, when one or more directors resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until such director's successor is elected and qualified, or until such director's earlier death, resignation or removal.

#### **2.6 *Place of Meetings; Meetings by Telephone***

. The Board may hold meetings, both regular and special, either within or outside the State of Delaware.

Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or any committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

#### **2.7 *Conduct of Business***

. Meetings of the Board shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in the absence of the foregoing persons by a chairperson designated by the Board, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

#### **2.8 *Regular Meetings***

. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board.

#### **2.9 *Special Meetings; Notice***

. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, the President, the Chief Executive Officer, the Secretary or any two directors.

Notice of the time and place of special meetings shall be:

- (i) delivered personally by hand, by courier or by telephone;
- (ii) sent by United States first-class mail, postage prepaid;

- (iii) sent by facsimile; or
- (iv) sent by electronic mail,

directed to each director at that director's address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Company's records.

If the notice is (i) delivered personally by hand, by courier or by telephone, (ii) sent by facsimile or (iii) sent by electronic mail, it shall be delivered or sent at least 24 hours before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least four days before the time of the holding of the meeting. Any oral notice may be communicated to the director. The notice need not specify the place of the meeting (if the meeting is to be held at the Company's principal executive office) nor the purpose of the meeting.

#### 2.10 ***Quorum; Voting***

. At all meetings of the Board, a majority of the total number of the entire Board shall constitute a quorum for all purposes. If a quorum is not present at any meeting of the Board, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute, the certificate of incorporation or these bylaws.

If the certificate of incorporation provides that one or more directors shall have more or less than one vote per director on any matter, every reference in these bylaws to a majority or other proportion of the directors shall refer to a majority or other proportion of the votes of the directors.

#### 2.11 ***Board Action by Written Consent Without a Meeting***

. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

#### 2.12 ***Fees and Compensation of Directors***

. Unless otherwise restricted by the certificate of incorporation or these bylaws, the Board shall have the authority to fix the compensation of directors.

### 2.13 *Removal of Directors*

. Unless otherwise restricted by statute, the certificate of incorporation or these bylaws, any director or the entire Board may be removed, with or without cause, by the holders of at least sixty-six and two-thirds percent (66 2/3%) of the shares then entitled to vote at an election of directors. Any directorship to be filled by reason of removal of one or more directors by the stockholders may be filled by the stockholders at the special meeting at which the director or directors are so removed.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

## ARTICLE III — COMMITTEES

### 3.1 *Committees of Directors*

. The Board may designate one or more committees, each committee to consist of one or more of the directors of the Company. The Board 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. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board or in these bylaws, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers that may require it; but no such committee shall have the power or authority to (i) approve or adopt, or recommend to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to the stockholders for approval, or (ii) adopt, amend or repeal any bylaw of the Company.

### 3.2 *Committee Minutes*

. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

### 3.3 *Meetings and Actions of Committees*

. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of:

- (i) **Section** (Place of Meetings; Meetings by Telephone);
- (ii) **Section** (Regular Meetings);
- (iii) **Section** (Special Meetings; Notice);
- (iv) **Section** (Quorum; Voting);
- (v) **Section** (Board Action by Written Consent Without a Meeting); and

(vi) **Section** (Waiver of Notice)

with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members. *However:*

(vii) the time of regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee;

(viii) special meetings of committees may also be called by resolution of the Board; and

(ix) notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The

Board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

Any provision in the certificate of incorporation providing that one or more directors shall have more or less than one vote per director on any matter shall apply to voting in any committee or subcommittee, unless otherwise provided in the certificate of incorporation or these bylaws.

3.4 ***Subcommittees***

. Unless otherwise provided in the certificate of incorporation, these bylaws or the resolutions of the Board designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

**ARTICLE IV — OFFICERS**

4.1 ***Officers***

. The officers of the Company shall be a Chief Executive Officer, a President, one or more Vice-Presidents, a Chief Financial Officer, a Secretary and a Treasurer. The Company may also have, at the discretion of the Board, an Executive Chairperson of the Board, a Vice Chairperson of the Board, one or more Assistant Treasurers, one or more Assistant Secretaries, and any such other officers as may be appointed in accordance with the provisions of these bylaws. Any number of offices may be held by the same person.

4.2 ***Appointment of Officers***

. The Board shall appoint the officers of the Company, except such officers as may be appointed in accordance with the provisions of **Section** of these bylaws.

#### **4.3 Subordinate Officers**

. The Board may appoint, or empower the Chief Executive Officer or the President to appoint, such other officers and agents as the business of the Company may require. Each of such officers and agents shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board may from time to time determine or may delegate to the Chief Executive Officer to determine.

#### **4.4 Removal and Resignation of Officers**

. With the exception of any provision to the contrary contained in an employment agreement or other similar agreement between the Company and an officer of the Company, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board at any regular or special meeting of the Board or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Company. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Company under any contract to which the officer is a party.

#### **4.5 Vacancies in Offices**

. Any vacancy occurring in any office of the Company shall be filled by the Board or as provided in **Section** of these bylaws.

#### **4.6 Representation of Shares of Other Corporations**

. Unless otherwise directed by the Board, the Chief Executive Officer or any other person authorized by the Board or the Chief Executive Officer is authorized to vote, represent and exercise on behalf of the Company all rights incident to any and all shares of any other corporation or corporations standing in the name of the Company. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

#### **4.7 Chief Executive Officer**

. Subject to the provisions of these bylaws and to the direction of the Board, the Chief Executive Officer shall be responsible for the general control and management of the business, affairs and policies of the Company and shall have control over its officers and shall see that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer shall have the power to sign all certificates, contracts and other instruments on behalf of the Company.



#### 4.8 *President*

. The President shall be subject to the direction and control of the Chief Executive Officer and shall have general active management of the business, affairs and policies of the Company. The President shall have the power to sign all certificates, contracts and other instruments on behalf of the Company. If the Board has not elected a Chief Executive Officer, the President shall be the Chief Executive Officer. If the Board has elected a Chief Executive Officer and that officer is absent, disqualified from acting, unable to act or refuses to act, then the President shall have the powers of, and shall perform the duties of, the Chief Executive Officer.

#### 4.9 *Vice President*

. Each Vice President, if any, shall be subject to the direction and control of the Chief Executive Officer and the President and shall have such powers and duties as the Chief Executive Officer or the President may from time to time prescribe.

#### 4.10 *Chief Financial Officer*

. The Chief Financial Officer shall be subject to the direction and control of the Chief Executive Officer and shall have primary responsibility for the financial affairs of the Company and shall perform such other duties as the Chief Executive Officer may from time to time prescribe.

#### 4.11 *Treasurer*

. The Treasurer shall have the responsibility for maintaining the financial records of the Company. He or she shall make such disbursements of the funds of the Company as are authorized and shall render from time to time an account of all such transactions of the financial condition of the Company. The Treasurer shall also perform the other duties as the Chief Executive Officer may from time to time prescribe.

#### 4.12 *Secretary*

. The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the stockholders and the Board. He or she shall have charge of the corporate books and shall perform the other duties as the Board may from time to time prescribe.

### ARTICLE V — INDEMNIFICATION

#### 5.1 *Indemnification of Directors and Officers in Third Party Proceedings*

. Subject to the other provisions of this **Article V**, the Company shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, 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 (a “**Proceeding**”) (other than an action by or in the right of the Company) by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

### ***5.2 Indemnification of Directors and Officers in Actions by or in the Right of the Company***

. Subject to the other provisions of this **Article V**, the Company shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

### ***5.3 Successful Defense***

. To the extent that a present or former director or officer of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding described in **Section** or **Section** of these bylaws, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

### ***5.4 Indemnification of Others***

. Subject to the other provisions of this **Article V**, the Company shall have power to indemnify its employees and agents to the extent not prohibited by the DGCL or other applicable law. The Board shall have the power to delegate to such person or persons the determination of whether employees or agents shall be indemnified.

### ***5.5 Advanced Payment of Expenses***

. Expenses (including attorneys' fees) incurred by an officer or director of the Company in defending any Proceeding shall be paid by the Company in advance of the final disposition of such Proceeding upon receipt of a written request therefor (together with documentation reasonably evidencing such expenses) and an undertaking by or on behalf of the person to repay such amounts if it shall ultimately be determined that the person is not entitled to be indemnified under this **Article V** or the DGCL. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Company deems appropriate. The right to advancement of expenses shall not apply to any Proceeding for which indemnity is excluded pursuant to these bylaws, but shall apply to any Proceeding referenced in **Section** or of these bylaws prior to a determination that the person is not entitled to be indemnified by the Company.

Notwithstanding the foregoing, unless otherwise determined pursuant to **Section** of these bylaws, no advance shall be made by the Company to an officer of the Company (except by reason of the fact that such officer is or was a director of the Company, in which event this paragraph shall not apply) in any Proceeding if a determination is reasonably and promptly made (i) by a majority vote of the directors who are not parties to such Proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, that 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 Company.

### ***5.6 Limitation on Indemnification***

. Subject to the requirements in **Section** of these bylaws and the DGCL, the Company shall not be obligated to indemnify any person pursuant to this **Article V** in connection with any Proceeding (or any part of any Proceeding):

(i) for which payment has actually been made to or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;

(ii) for an accounting or disgorgement of profits pursuant to Section 16(b) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or similar provisions of federal, state or local statutory law or common law, if such person is held liable therefor (including pursuant to any settlement arrangements);

(iii) for any reimbursement of the Company by such person of any bonus or other incentive-based or equity-based compensation or of any profits realized by such person from the sale of securities of the Company, as required in each case under the Exchange Act (including any such reimbursements that arise from an accounting restatement of the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the "**Sarbanes-Oxley Act**"), or the payment to the Company of profits

arising from the purchase and sale by such person of securities in violation of Section 306 of the Sarbanes-Oxley Act), if such person is held liable therefor (including pursuant to any settlement arrangements);

(iv) initiated by such person, including any Proceeding (or any part of any Proceeding) initiated by such person against the Company or its directors, officers, employees, agents or other indemnitees, unless (a) the Board authorized the Proceeding (or the relevant part of the Proceeding) prior to its initiation, (b) the Company provides the indemnification, in its sole discretion, pursuant to the powers vested in the Company under applicable law, (c) otherwise required to be made under **section** of these bylaws or (d) otherwise required by applicable law; or

(v) if prohibited by applicable law.

#### ***5.7 Determination; Claim***

. If a claim for indemnification or advancement of expenses under this **Article V** is not paid by the Company or on its behalf within 90 days after receipt by the Company of a written request therefor, the claimant shall be entitled to an adjudication by a court of competent jurisdiction of his or her entitlement to such indemnification or advancement of expenses. To the extent not prohibited by law, the Company shall indemnify such person against all expenses actually and reasonably incurred by such person in connection with any action for indemnification or advancement of expenses from the Company under this **Article V**, to the extent such person is successful in such action, and, if requested by such person, shall advance such expenses to such person, subject to the provisions of **Section** of these bylaws.

In any such suit, the Company shall, to the fullest extent not prohibited by law, have the burden of proving that the claimant is not entitled to the requested indemnification or advancement of expenses.

#### ***5.8 Non-Exclusivity of Rights***

. The indemnification and advancement of expenses provided by, or granted pursuant to, this **Article V** shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the certificate of incorporation or any statute, bylaw, agreement, vote of the stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The Company is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advancement of expenses, to the fullest extent not prohibited by the DGCL or other applicable law.

#### ***5.9 Insurance***

. The Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of the DGCL.

#### 5.10 *Survival*

. The rights to indemnification and advancement of expenses conferred by this **Article V** shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### 5.11 *Effect of Repeal or Modification*

. Any amendment, alteration or repeal of this **Article V** shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to such amendment, alteration or repeal.

#### 5.12 *Certain Definitions*

. For purposes of this **Article V**, references to the “Company” shall 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, 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, shall stand in the same position under the provisions of this **Article V** with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued. For purposes of this **Article V**, references to “**other enterprises**” shall include employee benefit plans; references to “**finances**” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “**servicing at the request of the Company**” shall include any service as a director, officer, employee or agent of the Company 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 such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “**not opposed to the best interests of the Company**” as referred to in this **Article V**.

### ARTICLE VI — STOCK

#### 6.1 *Stock Certificates; Partly Paid Shares*

. The shares of the Company shall be represented by certificates, *provided* that the Board may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Company. Every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of the Company by the Chairperson of the Board or Vice-Chairperson of the Board, or the President or a Vice-President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Company representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case

any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Company with the same effect as if such person were such officer, transfer agent or registrar at the date of issue. The Company shall not have power to issue a certificate in bearer form.

The Company may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate issued to represent any such partly paid shares, or upon the books and records of the Company in the case of uncertificated partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the Company shall declare a dividend upon partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

### ***6.2 Special Designation on Certificates***

. If the Company is authorized to issue more than one class of stock or more than one series of any class, then the powers, the designations, the preferences, and the 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 shall be set forth in full or summarized on the face or back of the certificate that the Company shall issue to represent such class or series of stock; *provided* that, except as otherwise provided in Section 202 of the DGCL, in lieu of the foregoing requirements there may be set forth on the face or back of the certificate that the Company shall issue to represent such class or series of stock, a statement that the Company 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 Company shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to this **Section** or Sections 156, 202(a) or 218(a) of the DGCL or with respect to this **Section** a statement that the Company 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. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated stock and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

### ***6.3 Lost Certificates***

. Except as provided in this **Section**, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the Company and cancelled at the same time. The Company may issue a new certificate of stock or uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Company may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Company a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

#### 6.4 *Dividends*

. The Board, subject to any restrictions contained in the certificate of incorporation or applicable law, may declare and pay dividends upon the shares of the Company's capital stock. Dividends may be paid in cash, in property, or in shares of the Company's capital stock, subject to the provisions of the certificate of incorporation.

The Board may set apart out of any of the funds of the Company available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

#### 6.5 *Transfers*

. Transfers of record of shares of stock of the Company shall be made only upon its books by the holders thereof, in person or by an attorney duly authorized, and, if such stock is certificated, upon the surrender of a certificate or certificates for a like number of shares, properly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer.

### **ARTICLE VII— MANNER OF GIVING NOTICE AND WAIVER**

#### 7.1 *Notice of Stockholder Meetings*

. Notice of any meeting of the stockholders, if mailed, 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 Company's records. An affidavit of the Secretary or an Assistant Secretary of the Company or of the transfer agent or other agent of the Company that the notice has been given shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

#### 7.2 *Notice by Electronic Transmission*

. Without limiting the manner by which notice otherwise may be given effectively to the stockholders pursuant to the DGCL, the certificate of incorporation or these bylaws, any notice to the stockholders given by the Company under any provision of the DGCL, the certificate of incorporation or these bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. Any such consent shall be revocable by the stockholder by written notice to the Company. Any such consent shall be deemed revoked if:

- (i) the Company is unable to deliver by electronic transmission two consecutive notices given by the Company in accordance with such consent; and
- (ii) such inability becomes known to the Secretary or an Assistant Secretary of the Company or to the transfer agent, or other person responsible for the giving of

notice.

However, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Any notice given pursuant to the preceding paragraph shall be deemed given:

- (iii) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice;
- (iv) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice;
- (v) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and
- (vi) if by any other form of electronic transmission, when directed to the stockholder.

An affidavit of the Secretary or an Assistant Secretary or of the transfer agent or other agent of the Company that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

An “**electronic transmission**” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Notice by a form of electronic transmission shall not apply to Sections 164, 296, 311, 312 or 324 of the DGCL.

#### ***7.3 Notice to Stockholders Sharing an Address***

. Except as otherwise prohibited under the DGCL, without limiting the manner by which notice otherwise may be given effectively to the stockholders, any notice to the stockholders given by the Company under the provisions of the DGCL, the certificate of incorporation or these bylaws shall be effective if given by a single written notice to the stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. Any such consent shall be revocable by the stockholder by written notice to the Company. Any stockholder who fails to object in writing to the Company, within 60 days of having been given written notice by the Company of its intention to send the single notice, shall be deemed to have consented to receiving such single written notice.

#### ***7.4 Notice to Person with Whom Communication is Unlawful***

. Whenever notice is required to be given, under the DGCL, the certificate of incorporation or these bylaws, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall 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 shall be taken or



held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the Company is such as to require the filing of a certificate under the DGCL, the certificate shall 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.

### ***7.5 Waiver of Notice***

. Whenever notice is required to be given under any provision of the DGCL, the certificate of incorporation or these bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

## **ARTICLE VIII — GENERAL MATTERS**

### ***8.1 Fiscal Year***

. The fiscal year of the Company shall be fixed by resolution of the Board and may be changed by the Board.

### ***8.2 Seal***

. The Company may adopt a corporate seal, which shall be in such form as may be approved from time to time by the Board. The Company may use the corporate seal by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

### ***8.3 Annual Report***

. The Company shall cause an annual report to be sent to the stockholders of the Company to the extent required by applicable law. If and so long as there are fewer than 100 holders of record of the Company's shares, the requirement of sending an annual report to the stockholders of the Company is expressly waived (to the extent permitted under applicable law).

The Company may have offices at such places, both within and without the State of Delaware, as the Board from time to time shall determine or the business of the Company may require

Any records maintained by the Company in the regular course of its business, including its stock ledger, books of account and minute books, may be maintained on any information storage device or method; *provided that* the records so kept can be converted into clearly legible paper form within a reasonable time. The Company shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

#### 8.4 *Construction; Definitions*

. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the DGCL shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “**person**” includes both a corporation and a natural person.

### ARTICLE IX — AMENDMENTS

These bylaws may be adopted, amended or repealed by the stockholders entitled to vote. However, the Company may, in its certificate of incorporation, confer the power to adopt, amend or repeal bylaws upon the directors. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal bylaws.

The Board may not alter or repeal bylaws adopted or amended by the stockholders, including any bylaw amendment adopted by stockholders which specifies the votes that shall be necessary for the election of directors and (ii) no bylaws shall be adopted by the Board which shall require more than a majority of the voting shares for a quorum at a stockholder meeting, or more than a majority of the stockholder votes for an action of the stockholders at a meeting of the stockholders.

**Subsidiaries of the Registrant**

Name of Entity	Jurisdiction of Incorporation	Holder of Stock
Strategic Dental Alliance, Inc.	United States	Drywave Technologies, Inc.

EXHIBIT 31.1  
CERTIFICATIONS

I, Austin Kibler, certify that:

1. I have reviewed this annual report on Form 10-K of Drywave Technologies, Inc.;
2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Annual Report.
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual Report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Annual Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Annual Report based on such evaluation; and
  - d) Disclosed in this Annual Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: April 15, 2014

By: /s/ Austin Kibler  
Austin Kibler  
Principal Executive Officer  
and Principal Accounting Officer

EXHIBIT 32.1

CERTIFICATION<sup>(1)</sup>

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Section 1350), Austin Kibler, Chief Executive Officer of Drywave Technologies, Inc. (the "Company"), hereby certifies that, to the best of his knowledge:

1. The Company's annual report on Form 10-K for the fiscal year ended December 31, 2013, to which this Certification is attached as Exhibit 32.1 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned have set their hands hereto as of April 15, 2014.

/s/ Austin Kibler

Austin Kibler  
Chief Executive Officer  
(Principal Executive Officer  
and Principal Accounting Officer)

(1) This certification accompanies the annual report on Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Drywave Technologies, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing. A signed original of this written statement required by section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Drywave Technologies, Inc. and will be retained by Drywave Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.