

**EVERY MEDIA INC.**

**CONSENT OF SOLE INCORPORATOR**

The undersigned, being the sole incorporator of Every Media Inc., a Delaware corporation (the “**Company**”), pursuant to Section 108 of the General Corporation Law of the State of Delaware (the “**DGCL**”), DOES HEREBY CONSENT to the adoption of, and DOES HEREBY ADOPT, the following resolutions:

**CERTIFICATE OF INCORPORATION**

RESOLVED, that the Certificate of Incorporation of the Company, in the form attached hereto as **Exhibit A**, be and it hereby is accepted, and that the Company proceed to do business thereunder.

**ADOPTION OF BYLAWS**

RESOLVED, that the Bylaws, in the form attached attached hereto as **Exhibit B**, be and they are hereby adopted as the Bylaws of the Company, and that the Secretary of the Company be and he is hereby instructed to cause the same to be inserted in the Minute Book of the Company.

**ELECTION OF DIRECTORS**

RESOLVED, that the following named persons be and hereby are elected as the directors of the Company to hold office as provided in the Bylaws:

W. Daniel Shipper  
Nathan Bashaw

FURTHER RESOLVED, that until further resolution of the Board of Directors of the Company, the number of directors of the Company who constitute the whole Board shall be set at two (2).

*[Signature page follows]*

IN WITNESS WHEREOF, I have executed this Consent of Sole Incorporator as of the 15th day of June, 2020.



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W. Daniel Shipper  
Sole Incorporator

*[Signature Page to Consent of Sole Incorporator]*

**Exhibit A**

**Certificate of Incorporation**

*(See Attached)*

**Exhibit B**

**Bylaws**

*(See Attached)*

**PLAN OF CONVERSION  
OF  
EVERY MEDIA LLC  
(a Delaware limited liability company)  
INTO  
EVERY MEDIA INC.  
(a Delaware corporation)**

This PLAN OF CONVERSION (this “**Plan**”), effective as of June 15, 2020 is entered into by and between Every Media LLC, a Delaware limited liability company (“**EM-LLC**”), and Every Media Inc., a Delaware corporation (“**EM-Corp**”), in order to set forth the terms, conditions and procedures governing the conversion of EM-LLC into a Delaware corporation pursuant to Section 18-216 of the Delaware Limited Liability Company Act (as amended, the “**LLC Act**”) and Section 265 of the Delaware General Corporation Law (as amended, the “**DGCL**”).

**BACKGROUND**

1. EM-LLC is a limited liability company formed and existing under the laws of the State of Delaware.
2. The internal affairs of EM-LLC and the conduct of its business are governed by that certain Operating Agreement of Every Media LLC, dated as of May 26, 2020, as amended (the “**LLC Agreement**”).
3. The Members of EM-LLC (the “**LLC Members**”) and the Board of Managers of EM-LLC (the “**LLC Board**”) have determined that it is in the best interests of EM-LLC and the LLC Members for EM-LLC to convert into a Delaware corporation pursuant to Section 18-216 of the LLC Act and Section 265 of the DGCL upon the terms and conditions and in accordance with the procedures set forth herein, and the LLC Board and LLC Members have authorized and approved the Conversion (as defined below) and the execution, delivery and filing of any and all instruments, certificates and documents necessary or desirable in connection therewith.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, do hereby adopt the Plan and further agree as follows:

1. Conversion; Effect of Conversion.

(A) Upon and subject to the terms and conditions of this Plan and pursuant to the relevant provisions of the LLC Act and the DGCL, including, without limitation, Section 18-216 of the LLC Act and Section 265 of the DGCL, respectively, EM-LLC shall convert (referred to herein as the “**Conversion**”) into a Delaware corporation named “Every Media Inc.” at the Effective Time (as defined below), and the separate existence of EM-LLC shall cease, all with the effect provided in the LLC Act and the DGCL. EM-Corp shall thereafter be subject to all of the provisions of the DGCL, except that notwithstanding Section 106 of the DGCL, the existence

of EM-Corp shall be deemed to have commenced on the date that EM-LLC commenced (or is deemed to have commenced) its existence.

(B) The Conversion shall not be deemed to affect any obligations or liabilities of EM-LLC incurred prior to the Effective Time or the personal liability of any person incurred prior thereto. EM-LLC shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the Conversion shall not be deemed to constitute a dissolution of EM-LLC and shall constitute a continuation of the existence of EM-LLC in the form of a Delaware corporation. Upon the Effective Time, all of the rights, privileges and powers of EM-LLC, and all property and all debts due to EM-LLC, as well as all other things and causes of action belonging to EM-LLC, shall be vested in EM-Corp, as the surviving entity, and shall thereafter be the property of EM-Corp as they were of EM-LLC prior to the Conversion, and all rights of creditors and all liens upon any property of EM-LLC, shall be preserved unimpaired, and all debts, liabilities and duties of EM-LLC prior to the Conversion shall thereafter attach to EM-Corp and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. No such assets or liabilities shall revert or be in any way impaired by reason of the Conversion.

2. Certificate of Conversion; Certificate of Incorporation; Effective Time. The Conversion shall be effected by the filing with the Secretary of State of the State of Delaware of (a) a duly executed Certificate of Conversion, substantially in the form of Exhibit A attached hereto (the “**Certificate of Conversion**”), and (b) a duly executed Certificate of Incorporation of EM-Corp, substantially in the form of Exhibit B attached hereto (the “**Certificate of Incorporation**”). The Conversion shall be effective as of the filing of the Certificate of Conversion and Certificate of Incorporation with the Secretary of State of the State of Delaware (the “**Effective Time**”).

3. Governance and Other Matters Related to EM-Corp.

(a) Bylaws. At the Effective Time, the Bylaws of EM-Corp shall be as set forth at Exhibit C attached hereto (the “**Bylaws**”), and shall be adopted as such by the Board of Directors of EM-Corp.

(b) Directors and Officers. The directors and officers of EM-Corp immediately after the Effective Time shall be those individuals stated on Exhibit D attached hereto. EM-LLC and, after the Effective Time, EM-Corp and its Board of Directors shall take such actions to cause each of such individuals to be appointed as a director and/or officer, as the case may be, of EM-Corp.

4. Effect of the Conversion on the Equity Securities of EM-LLC. Subject to the terms and conditions of this Plan, at the Effective Time, automatically by virtue of the Conversion and without any further action on the part of EM-LLC, EM-Corp or any equity holder thereof, the Common Units of EM-LLC (the “**Units**”, and each, a “**Unit**”) and rights to acquire Units and other securities of EM-LLC shall be converted as follows:

(a) Conversion of Common Units and Options to Purchase Common Units. Each issued and outstanding Unit of EM-LLC shall automatically, without any further action on the part of the holder or the payment of any additional consideration, convert into one (1) validly

issued, fully paid and nonassessable share of EM-Corp Common Stock, par value \$0.00001 per share (the “**Common Stock**”). All such shares of Common Stock will be duly issued, fully paid and nonassessable. Following the Effective Time, all Units of EM-LLC shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of Units immediately prior to the Effective Time shall cease to have any rights with respect thereto, except the right to receive Common Stock as provided herein.

(b) Exchange of Units for Stock Certificates. Promptly following the Effective Time, EM-Corp shall deliver to each such record holder of Units one or more certificates representing that number of Common Stock into which such holder’s Units were converted pursuant to the Conversion and the provisions of this Section 4. A certificate representing the proper number of shares of Common Stock into which the Units were converted pursuant to the Conversion and this Section 4 shall only be issued to the person in whose name such Units were registered immediately prior to the Conversion.

(c) No Further Ownership Rights in Units. All shares of Common Stock issued in exchange for Units pursuant to the Conversion in accordance with the terms of this Section 4 shall be deemed to have been issued in full satisfaction of all rights pertaining to the Units under the LLC Agreement. Immediately following the Effective Time, Units shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and the holder of any Units immediately prior to the Effective Time shall cease to have any rights with respect thereto. At the Effective Time, there shall be no further registration of transfers on the transfer books of EM-LLC of the Units that were outstanding immediately prior to the Effective Time.

5. Filings, Licenses, Permits, Titled Property, Etc. As applicable, following the Effective Time, EM-Corp shall apply for new federal and state tax identification numbers, qualifications to conduct business (including as a foreign corporation), licenses, permits and similar authorizations on its behalf and in its own name in connection with the Conversion and to reflect the fact that it is a corporation. As required or appropriate, following the Effective Time, all real, personal or intangible property of EM-LLC which was titled or registered in the name of EM-LLC (including, without limitation, patents and trademarks) shall be re-titled or re-registered, as applicable, in the name of EM-Corp by appropriate filings and/or notices to the appropriate parties (including, without limitation, any applicable governmental agencies). In addition, following the Effective Time, EM-LLC’s customer, vendor and investor communications (e.g., business cards, letterhead, websites, etc.) shall be revised to reflect the Conversion and EM-Corp’s corporate status.

6. Further Assurances. If, at any time after the Effective Time, EM-Corp 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 this Plan, (a) to vest, perfect or confirm, of record or otherwise, in EM-Corp its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of EM-LLC, or (b) to otherwise carry out the purposes of this Plan, EM-LLC and its proper managers, officers and members shall be deemed to have granted to EM-Corp and its proper officers and directors (or their designees) an irrevocable power of attorney, and such officers and directors (or their designees) are hereby authorized, to solicit in the name of EM-LLC 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 EM-LLC all such deeds, bills of sale, assignments, agreements, documents and assurances and to do, in the name and on behalf of EM-LLC, 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 EM-LLC and otherwise to carry out the purposes of this Plan.

7. Implementation and Interpretation; Termination and Amendment. This Plan shall be implemented and interpreted, prior to the Effective Time, by the LLC Board and members of EM-LLC and, following the Effective Time, by the Board of Directors and stockholders of EM-Corp, (a) each of which shall have full power and authority to delegate and assign any matters covered hereunder to any other party or parties, including, without limitation, any officers of EM-LLC or EM-Corp, as the case may be, and (b) the interpretations and decisions of which shall be final, binding, and conclusive on all parties.

8. Third Party Beneficiaries. This Plan shall not confer any rights or remedies upon any person or entity other than as expressly provided herein.

9. Severability. Whenever possible, each provision of this Plan will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this 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 this Plan.

10. Governing Law. This Plan shall be construed in accordance with and governed by the laws of the State of Delaware, without regard to the conflict of laws provisions thereof.

*[Remainder of Page Intentionally Left Blank]*

*[Signature Page Follows]*



IN WITNESS WHEREOF, the undersigned parties have caused this Plan to be executed by their duly authorized representative as of the date first stated above.

EVERY MEDIA LLC

By: \_\_\_\_\_  
Name: W. Daniel Shipper  
Title: Manager

EVERY MEDIA INC.

By: \_\_\_\_\_  
Name: Nathan Bashaw  
Title: President

**Exhibit A**

**Certificate of Conversion**

*(See Attached)*

**Exhibit B**

**Certificate of Incorporation**

*(See Attached)*

**Exhibit C**

**Bylaws**

*(See Attached)*

**Exhibit D**

**Directors and Officers of Every Media Inc.  
Immediately Following the Effective Time**

**Directors**

W. Daniel Shipper
Nathan Bashaw

**Officers**

W. Daniel Shipper (Chief Executive Officer and Secretary)
Nathan Bashaw (President and Treasurer)

**EVERY MEDIA INC.**

**WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS**

**Effective as of June 15, 2020**

THE UNDERSIGNED, being all of the directors serving on the Board of Directors (the “**Board**”) of Every Media Inc., a Delaware corporation (“**Company**”), in accordance with the authority contained in Sections 141(f) of the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby consent in writing to and adopt the following resolutions, which shall have the same force and effect as if duly adopted at a meeting of the Board, duly called and convened for such purposes in accordance with the DGCL and the Bylaws of the Company (the “**Bylaws**”):

**INCORPORATOR**

RESOLVED, that every action taken or authorized with respect to the Company by the Incorporator of the Company is ratified and the Incorporator is hereby discharged from any further liabilities or duties with respect to the Company and the Company further agrees to indemnify and hold harmless the Incorporator from any liability incurred in the past or future with respect to organizing the Company.

**ACCEPTANCE OF CHARTER**

RESOLVED, that the Certificate of Incorporation of the Company attached hereto as **Exhibit A** be and hereby is accepted, adopted, ratified, and confirmed and the Company is authorized to proceed to do business thereunder.

**APPROVAL OF PLAN OF CONVERSION**

RESOLVED, that the Plan of Conversion (the “**Plan of Conversion**”), in substantially the form attached hereto as **Exhibit B** is hereby accepted, adopted, ratified, and confirmed; and it is further

RESOLVED, that pursuant to the Plan of Conversion, the Company is authorized to issue shares of Common Stock, par value \$0.00001 per share (the “**Common Stock**”) in exchange for the outstanding Common Units of Every Media LLC, which such issuance is hereby approved, and which shares of Common Stock shall be fully-paid, validly issued and nonassessable shares of Common Stock; and it is further

RESOLVED, that the officers of the Company (the “**Officers**”) be, and each of them hereby is, authorized and directed, for and on behalf and in the name of the Company, to issue and deliver the stock certificates for the Common Stock to be issued by the Company in accordance with the terms of the Plan of Conversion.

**ADOPTION OF BYLAWS**

RESOLVED, that the Bylaws attached hereto as **Exhibit C** be, and they hereby are, adopted, confirmed and approved in all respects to serve as the bylaws of the Company.

#### **ACQUISITION OF BOOKS AND RECORDS; PAYMENT OF EXPENSES**

RESOLVED, that the action of the Officers in acquiring with the funds of the Company the necessary corporate equipment, including a stock book and minute book, be and it is in all respects hereby approved, ratified and confirmed; and that each Officer be and is hereby authorized to acquire on behalf of and with funds of the Company the necessary books of account; and it is further

RESOLVED, that each Officer be and is hereby authorized to pay with the funds of the Company all fees and expenses incident to, and necessary for, the incorporation and organization of the Company.

#### **FORM OF CERTIFICATE FOR CAPITAL STOCK AND CORPORATE SEAL**

RESOLVED, that the stock certificates representing Common Stock of the Company be in substantially the form of Stock Certificate as determined by the Secretary of the Company; that each such Stock Certificate shall bear the name of the Company, the number of shares represented thereby, the name of the owner of such shares and the date such shares were issued.

#### **FILING OF QUALIFICATION DOCUMENTS AUTHORIZED**

RESOLVED, that for the purpose of authorizing the Company to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for the Company to transact business, each Officer be and is hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country; and whenever it is expedient for the Company to cease doing business therein and to withdraw therefrom, to revoke any appointment of agency or attorney for service of process, and to file such certificates, reports, revocations of appointments or surrenders of authority as may be necessary to terminate the authority of the Company to do business in such state, territory, dependency or country.

#### **ELECTION OF OFFICERS**

RESOLVED, that the following named persons be, and they hereby are, elected as officers of the Company, to hold the office or offices set forth opposite their name for such terms as are provided in the Bylaws:

W. Daniel Shipper  
Nathan Bashaw

Chief Executive Officer and Secretary  
President and Treasurer

#### **OFFICERS' AUTHORIZATION TO CONTRACT**

RESOLVED, that each Officer while acting in such capacity, be and each of them is hereby authorized and empowered to negotiate, enter into and execute, for and in the name of the Company, any and all agreements, assignments, contracts and other instruments relating to the business of the Company.

#### **EXECUTION OF SHARE CERTIFICATES**

RESOLVED, that the Chief Executive Officer, if there be one, or the President, Secretary or Treasurer, while acting in any such capacity, be and each of them is hereby authorized and empowered to execute share certificates, by facsimile or otherwise, on behalf of the Company; and it is further

RESOLVED, that, subject to any contrary agreement then in effect between the Company and any transfer agent or registrar, if any officer, transfer agent or registrar of the Company who has signed or authenticated, or whose facsimile signature or authentication has been placed upon, any share certificate shall have ceased to be such officer, transfer agent or registrar because of death, resignation or otherwise, before the certificate is issued, the certificate may be issued with the same effect as if the officer, transfer agent or registrar had not ceased to be such at the date of its issue.

#### **FISCAL YEAR**

RESOLVED, that the fiscal year of the Company shall end on December 31<sup>st</sup> of each year.

#### **GENERAL AUTHORITY**

RESOLVED, that the Officers be, and they hereby are, authorized, empowered and directed, on behalf of the Company, to take any and all action, to do any and all things and to execute and deliver any and all documents, instruments and certificates as may be necessary or appropriate to effectuate the foregoing transactions and resolutions at all appropriate times (including without limitation, all documents, notices and certificates required or permitted to be given or made under the terms of the Financing Documents or any other document or instrument referred to therein or related thereto) in the name and on behalf of the Company or otherwise, as any of the Officers may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Company under the agreements and instruments referred to herein, including any and all closings that may occur as part of the Financing; and it is further

RESOLVED, that the signing by any of the Officers of any of the documents or instruments referred to in or contemplated by the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish (i) the officer's determination of the propriety and the necessity, appropriateness or advisability of such documents or instruments and the actions contemplated thereby and (ii) the officer's approval of the form of any such documents or instruments signed by him; and it is further



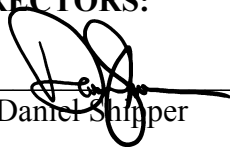
RESOLVED, that this Written Consent of the Board of Directors may be (i) executed in one or more counterparts and all such counterparts shall constitute one consent, notwithstanding that all directors may not be signatories to the same counterpart; and (ii) executed and delivered by facsimile and .PDF and upon such delivery the facsimile or .PDF signature will be deemed to have the same effect as if the original signature had been delivered; and it is further

RESOLVED, that the appropriate officer of the Company is hereby directed to file a signed copy of this Written Consent of the Board of Directors in the minute book of the Company.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned have caused this Written Consent to be duly executed on the day and year set forth above.

**DIRECTORS:**

  
\_\_\_\_\_  
W. Daniel Shipper

\_\_\_\_\_  
Nathan Bashaw

**EXHIBIT A**

**Certificate of Incorporation**

*(See attached)*

**EXHIBIT B**

**Plan of Conversion**

*(See attached)*

**EXHIBIT C**

**Bylaws**

*(See attached)*

**BYLAWS**  
**OF**  
**EVERY MEDIA INC.**  
**a Delaware corporation**

1. Offices

1.1 Registered Office. The registered office of the corporation required to be maintained in the State of Delaware is located at 1209 Orange Street, Corporation Trust Center, Wilmington, Delaware, County of New Castle.

1.2 Other Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

2. Meetings Of Stockholders

2.1 Annual Meeting. Unless directors are elected by written consent in lieu of an annual meeting as permitted by Section 2.14, an annual meeting of the stockholders for the election of directors shall be held at such place, if any, either within or without the State of Delaware, as shall be designated on an annual basis by the Board of Directors and stated in the notice of the meeting. Any other proper business may be transacted at the annual meeting.

2.2 Meetings by Remote Communication. The Board of Directors may, in its sole discretion, determine that any meeting shall not be held at any place, but may instead be held solely by means of remote communication in accordance with Section 2.13.

2.3 Notice of Meetings. Whenever 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, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.4 Timing of Notice. Unless otherwise provided in the Delaware General Corporation Law (the “**DGCL**”), the written notice of any meeting of the stockholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting.

2.5 Voting List. The officer who has charge of the stock ledger of the corporation shall prepare and make, or cause a third party to prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Nothing contained in this section shall require the corporation 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 (10) days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the corporation. 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.

2.6 Special Meetings. Special meetings of the stockholders of this corporation, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, shall be called by the President or Secretary at the request in writing of a majority of the members of the Board of Directors or at the request in writing of stockholders owning at least ten percent (10%) of the total voting power of all outstanding shares of stock of this corporation then entitled to vote, and may not be called absent such a request. Such request shall state the purpose or purposes of the proposed meeting.

2.7 Scope of Business at Special Meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

2.8 Quorum. Except as otherwise provided by statute or by the Certificate of Incorporation, the holders of a majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of stockholders. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the chairman of the meeting or the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting as provided in Section 2.3.

2.9 Qualifications to Vote. The stockholders of record on the books of the corporation at the close of business on the record date as determined by the Board of Directors and only such stockholders shall be entitled to vote at any meeting of stockholders or any adjournment thereof.

2.10 Record Date for Meetings of the Stockholders. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors 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 of Directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of 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 stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

2.11 Action at Meetings. When a quorum is present at any meeting, the vote of the holders of a majority of the shares of stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of applicable law or of the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

2.12 Voting and Proxies. Unless otherwise provided in the Certificate of Incorporation, and subject to Section 213 of the DGCL, each stockholder shall be entitled to one vote in person or by proxy for each share of capital stock having voting power held by such stockholder. If the Certificate of

Incorporation provides for more or less than one vote for any share, on any matter, every reference in these Bylaws to a majority or other proportion of stock, voting stock or shares shall refer to such majority or other proportion of the votes of such stock, voting stock or shares. Each stockholder entitled to vote at a meeting of 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, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

2.13 Attendance by Stockholders Not Physically Present. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication: (a) participate in a meeting of stockholders; and (b) be deemed present in person and vote at a meeting of stockholders, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

2.14 Action by Stockholders Without a Meeting. Unless otherwise provided in the Certificate of Incorporation, any action required to be taken at any annual or special meeting of stockholders of the 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 and shall be delivered to the corporation by delivery to its registered office in the State of Delaware (by hand or by certified or registered mail, return receipt requested), to its principal place of business, or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded; provided, however, that action by written consent to elect directors, if less than unanimous, shall be in lieu of holding an annual meeting only if all the directorships to which directors could be elected at an annual meeting held at the effective time of such action are vacant and are filled by such action. 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 consent 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 such meeting had been the date that written consents signed by a sufficient number of stockholders or members to take the action were delivered to the corporation by delivery to its registered office in the State of Delaware (by hand or by certified or registered mail, return receipt requested), to its principal place of business, or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded.

2.15 Consent by Electronic Transmission. If a stockholder provides consent in writing to action without a meeting by electronic transmission, such consent shall be deemed to have been delivered when such consent is delivered to its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded.



2.16 Record Date for Action by Stockholders Without a Meeting. In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors 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 of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the DGCL, 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 corporation by delivery to its registered office in Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the DGCL, the record date for determining 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 of Directors adopts the resolution taking such prior action.

2.17 Nominations for Board of Directors. Nominations for election to the Board of Directors may be made by the Board of Directors or by any stockholder of any outstanding class of capital stock of the corporation entitled to vote for the election of directors.

### 3. Directors

3.1 Powers. The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors, except as may otherwise be provided by law or in the Certificate of Incorporation. All powers of the corporation, except those specifically reserved or granted to the stockholders by law, the Certificate of Incorporation or these Bylaws, are hereby granted to and vested in the Board of Directors.

3.2 Number; Election; Tenure and Qualification. The Board of Directors of the corporation shall consist of one or more members, each of whom shall be a natural person. The number of directors which shall constitute the whole board shall be fixed from time to time by resolution of the Board of Directors or by the stockholders at the annual meeting of the stockholders. Except as provided in the Certificate of Incorporation, any written agreement among the stockholders, or these Bylaws, the directors shall be elected at the annual meeting of the stockholders by a plurality vote of the shares represented in person or by proxy. Each director elected shall hold office until such director's successor is elected and qualified or until such director's earlier resignation or removal. Directors need not be stockholders.

3.3 Vacancies and Newly Created Directorships. Unless otherwise provided in the Certificate of Incorporation, any written agreement among the stockholders, or these Bylaws, vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a majority of the whole Board, or by a sole remaining director. If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders, or may apply to the Court of Chancery for a decree summarily ordering an election as provided in Section 211 of the DGCL. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent (10%) of the voting stock at the time outstanding having the right to vote for such directors, summarily order an

election to be held to fill any such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office, which election shall be governed by Section 211 of the DGCL as far as applicable.

3.4 Meeting of Newly Elected Board of Directors. The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of stockholders and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not held at such time, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

3.5 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors; provided that any director who is absent when such a determination is made shall be given notice of such location.

3.6 Special Meetings. Special meetings of the Board of Directors may be called by the President on two (2) days' notice to each director by mail, overnight courier service, or electronic transmission; special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of two directors unless the Board of Directors consists of only one director, in which case special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of the sole director. Notice may be waived in accordance with Section 229 of the DGCL.

3.7 Quorum and Action at Meetings. At all meetings of the Board of Directors, a majority of the total number of directors then in office shall constitute a quorum for the transaction of business unless the Certificate of Incorporation requires a greater number. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Certificate of Incorporation shall require a vote of a greater number. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.8 Action 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 of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors 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 of Directors 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.

3.9 Telephonic Meeting. Unless otherwise restricted by the Certificate of Incorporation, members of the Board of Directors, or any committee designated by the Board of Directors, or any subcommittee designated by any such committee, may participate in a meeting of the Board of Directors, or any committee or subcommittee, as the case may be, by means of conference telephone or similar 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.

3.10 Committees. The Board of Directors may designate one or more committees, each committee to consist of one (1) or more of the directors of the corporation. The Board of Directors 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 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 of Directors to act at the meeting in the place of any such absent or disqualified member.

3.11 Committee Authority. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to (a) approving, adopting or recommending to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval, or (b) adopting, amending or repealing any Bylaw of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

3.12 Subcommittees. Unless otherwise provided in the Certificate of Incorporation or the resolution of the Board of Directors designating the committee, a committee may create one (1) or more subcommittees, each subcommittee to consist of one (1) or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the committee.

3.13 Committee Minutes. Each committee and subcommittee shall keep regular minutes of its meetings and report the same to the Board of Directors when required to do so by the Board of Directors.

3.14 Directors Compensation. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees or subcommittees may be allowed like compensation for attending committee or subcommittee meetings.

3.15 Resignation. Any director or officer of the corporation may resign at any time upon notice given in writing or by electronic transmission to the corporation. 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. The acceptance of a resignation shall not be necessary to make it effective unless expressly so provided in the resignation.

3.16 Removal. Unless otherwise restricted by the Certificate of Incorporation, these Bylaws or applicable law, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of shares entitled to vote at an election of directors.

#### 4. Notices

4.1 Notice to Directors and Stockholders. Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when

the same shall be deposited in the United States mail. An affidavit of the Secretary or an Assistant Secretary or of the transfer agent or other agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Notice to directors may also be given by telephone or electronic transmission (with confirmation of receipt if such electronic transmission is by telegram).

4.2 Notice to Stockholders by Electronic Transmission. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the corporation under any provision of the DGCL, the Certificate of Incorporation, any written agreement among the stockholders, 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, unless effective notice to stockholders by electronic transmission is prohibited by law. Any such consent shall be revocable by the stockholder by written notice to the corporation. Any such consent shall be deemed revoked if (1) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent and (2) such inability becomes known to the Secretary or an Assistant Secretary of the corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

4.3 Effectiveness of Notice by Electronic Transmission. Notice given pursuant to Section 4.2 shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice; (3) 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 (4) 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 corporation 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.

4.4 Waiver. Whenever any notice is required to be given under any provision of the DGCL or of the Certificate of Incorporation or of 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 stated therein, 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, directors or members of a committee or subcommittee of directors 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. Attendance at the meeting is not a waiver of any right to object to the consideration of matters required by the General Corporation Law of the State of Delaware to be included in the notice of the meeting but not so included, if such objection is expressly made at the meeting.

4.5 Definition of Electronic Transmission. For purposes of these Bylaws, “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. For the avoidance of doubt, “electronic transmission” includes transmission by facsimile.

## 5. Officers

5.1 Enumeration. The officers of the corporation shall be chosen by the Board of Directors and shall include a President, a Secretary, a Treasurer (who may also be referred to as the Chief Financial Officer) and such other officers with such other titles as the Board of Directors shall determine. The Board of Directors may elect from among its members a Chairman or Chairmen of the Board and a Vice Chairman of the Board. The Board of Directors may also choose one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these Bylaws otherwise provide.

5.2 Election. The Board of Directors at its first meeting after each annual meeting of stockholders shall elect a President, a Secretary, a Treasurer, and such other officers with such other titles as the Board of Directors shall determine.

5.3 Appointment of Other Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.4 Compensation. The salaries of all officers of the corporation shall be fixed by the Board of Directors or a committee thereof. The salaries of agents of the corporation shall, unless fixed by the Board of Directors, be fixed by the President or any Vice-President of the corporation.

5.5 Tenure. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

5.6 Chairman of the Board and Vice-Chairman of the Board. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which the Chairman shall be present. The Chairman shall have and may exercise such powers as are, from time to time, assigned to the Chairman by the Board of Directors and as may be provided by law. In the absence of the Chairman of the Board, the Vice Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which the Vice Chairman shall be present. The Vice Chairman shall have and may exercise such powers as are, from time to time, assigned to such person by the Board of Directors and as may be provided by law.

5.7 President. The President shall be the Chief Executive Officer of the corporation unless such title is assigned to another officer of the corporation; in the absence of a Chairman and Vice Chairman of the Board, the President shall preside as the chairman of meetings of the stockholders and the Board of Directors; and the President shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President or any Vice President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

5.8 Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President, if any (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have

all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

5.9 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be subject. The Secretary shall have custody of the corporate seal of the corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by such officer's signature.

5.10 Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

5.11 Treasurer. The Treasurer may also be designated by the alternate title of "Chief Financial Officer." The Treasurer shall have the custody of all moneys and securities of the corporation and shall keep regular books of account. Such officer shall disburse funds of the corporation in payment of the just demands against the corporation, or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board from time to time as may be required of such officer, an account of all transactions as Treasurer and of the financial condition of the corporation. Such officer shall perform all duties incident to such office or that are properly required by the President or by the Board. If required by the Board of Directors, the Treasurer shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of such officer's office and for the restoration to the corporation, in case of such officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such officer's possession or control belonging to the corporation.

5.12 Assistant Treasurer. The Assistant Treasurer or the Assistant Treasurers, in the order of their seniority, shall, in the absence or disability of the Treasurer, or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Treasurer, and shall have such powers and discharge such duties as may be assigned from time to time by the President or by the Board of Directors.

## 6. Capital Stock

6.1 Certificates. The shares of the corporation shall be represented by a certificate, unless and until the Board of Directors adopts a resolution permitting shares to be uncertificated. Certificates shall be signed by, or in the name of the corporation by, (a) the Chairman of the Board, the Vice-Chairman of the Board, the President or a Vice-President, and (b) the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary, certifying the number of shares owned by such stockholder in the corporation. Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be specified.

6.2 Class or Series. If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, 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 shall be set forth in full or summarized on the face or back of the certificate which the corporation 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 which the corporation shall issue to represent such class or series of stock, a statement that the corporation 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 corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to Sections 151, 156, 202(a) or 218(a) of the DGCL or a statement that the corporation 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.

6.3 Signature. Any of or all of the signatures on a certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

6.4 Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or such owner's legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

6.5 Transfer of Stock. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

6.6 Right of First Refusal. No stockholder shall sell, assign, pledge, or in any manner transfer any of the shares of common stock of the corporation (other than shares of common stock issued upon conversion of preferred stock) or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise, except by a transfer which meets the requirements set forth in this Section 6.6.

(a) If the stockholder desires to sell or otherwise transfer any of his shares of common stock subject to this Section 6.6, then the stockholder shall first give written notice thereof to the

corporation. The notice shall name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer.

(b) For thirty (30) days following receipt of such notice, the corporation shall have the option to purchase all or a portion of the shares specified in the notice at the price and upon the terms set forth in such notice. In the event of a gift, property settlement, or other transfer in which the proposed transferee is not paying the full price for the shares, and that is not otherwise exempted from the provisions of this Section 6.6, the price shall be deemed to be the fair market value of the stock at such time as determined in good faith by the Board of Directors. In the event the corporation elects to purchase all of the shares or a lesser portion of the shares, it shall give written notice to the transferring stockholder of its election and settlement for said shares shall be made as provided below in subsection 6.6(d) of this Section 6.6.

(c) The corporation may assign its rights hereunder.

(d) In the event the corporation and/or its assignee(s) elect to acquire any of the shares of the transferring stockholder as specified in said transferring stockholder's notice, the Secretary shall so notify the transferring stockholder and settlement thereof shall be made in cash within thirty (30) days after the Secretary receives said transferring stockholder's notice; provided, that if the terms of payment set forth in said transferring stockholder's notice were other than cash against delivery, the corporation and/or its assignee(s) shall pay for said shares in cash (based upon the fair market value of such consideration at such time as determined in good faith by the Board of Directors) and on the same terms and conditions set forth in said transferring stockholder's notice.

(e) In the event the corporation and/or its assignees(s) do not elect to acquire all of the shares specified in the transferring stockholder's notice, said transferring stockholder may, subject to any contractual obligation of such stockholder, within the sixty-day period following the expiration of the option rights granted to the corporation and/or its assignees(s) herein, transfer the shares specified in said transferring stockholder's notice which were not acquired by the corporation and/or its assignees(s) as specified in said transferring stockholder's notice. All shares so sold by said transferring stockholder shall continue to be subject to the provisions of this Section 6.6 in the same manner as before said transfer.

(f) Notwithstanding anything to the contrary contained herein, the following transactions shall be exempt from the provisions of this Section 6.6:

(i) A stockholder's transfer of any or all shares held either during such stockholder's lifetime or on death by will or intestacy to such stockholder's immediate family or to any custodian or trustee for the account of such stockholder or such stockholder's immediate family or to any limited partnership of which the stockholder, members of such stockholder's immediate family will be the general or limited partner(s) of such partnership or any trust for the account of such stockholder or such stockholder's immediate family. "***Immediate family***" as used herein shall mean spouse, lineal descendant, father, mother, brother, or sister of the stockholder making such transfer.

(ii) A stockholder's transfer of any or all of such stockholder's shares to the corporation.

(iii) A corporate or limited liability company stockholder's transfer of any or all of its shares pursuant to and in accordance with the terms of any merger, consolidation, reclassification of shares or capital reorganization of the corporate or limited liability company stockholder, or pursuant to a sale of all or substantially all of the stock or assets of a corporate or limited liability company stockholder.



(iv) A corporate stockholder's transfer of any or all of its shares to any or all of its stockholders.

(v) A transfer by a stockholder that is a limited or general partnership to any or all of its partners or former partners.

(vi) A transfer by a stockholder that is a limited liability company to any or all of its members or former members.

In any such case, the transferee, assignee, or other recipient shall receive and hold such stock subject to the provisions of this Section 6.6, and there shall be no further transfer of such stock except in accord with this Section 6.6.

(g) The provisions of this Section 6.6 may be waived with respect to any transfer either by the corporation, upon duly authorized action of its Board of Directors, or by the stockholders, upon the express written consent of the owners of a majority of the voting power of the corporation (excluding the votes represented by those shares to be transferred by the transferring stockholder). This Section 6.6 may be amended or repealed either by a duly authorized action of the Board of Directors, or by the stockholders upon the express written consent of the owners of a majority of the voting power of the corporation. Notwithstanding the foregoing, any amendment or waiver of this Section 6.6 remain subject to provisions relating to the amendment or waiver of the Bylaws set forth in the corporation's then-effective Certificate of Incorporation.

(h) Any sale or transfer, or purported sale or transfer, of securities of the corporation shall be null and void unless the terms, conditions, and provisions of this Section 6.6 are strictly observed and followed.

(i) The foregoing right of first refusal shall terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the United States Securities and Exchange Commission under the Securities Act of 1933, as amended.

(j) The certificates representing shares of stock of the corporation shall bear on their face the following legend so long as the foregoing right of first refusal remains in effect:

“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE  
SUBJECT TO A RIGHT OF FIRST REFUSAL OPTION IN FAVOR  
OF THE CORPORATION AND/OR ITS ASSIGNEE(S), AS  
PROVIDED IN THE BYLAWS OF THE CORPORATION.”

(k) To the extent this Section 6.6 conflicts with any written agreements between the corporation and the stockholder attempting to transfer shares, such written agreement shall control.

6.7 Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

## 7. General Provisions

7.1 Dividends. Dividends upon the capital stock of the corporation, subject to the applicable provisions, if any, of the Certificate of Incorporation, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of capital stock, subject to the provisions of the Certificate of Incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purposes as the Board of Directors shall think conducive to the interest of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

7.2 Record Date for Dividends. In order that the corporation 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 of Directors 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 sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

7.3 Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.4 Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

7.5 Seal. The Board of Directors may adopt a corporate seal having inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

7.6 Loans. The Board of Directors of the corporation may, without stockholder approval, authorize loans to, or guaranty obligations of, or otherwise assist, including, without limitation, the adoption of employee benefit plans under which loans and guarantees may be made, any officer or other employee of the corporation or of its subsidiary, including any officer or employee who is a director of the corporation or its subsidiary, whenever, in the judgment of the Board of Directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation.

## 8. Indemnification

8.1 Scope. The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as that Section may be amended and supplemented from time to time, indemnify any director of the corporation, against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement and/or other matters referred to in or covered by that Section, by reason of the fact that such person is or was a director of the corporation, or is or was serving at the request of the corporation as a director another corporation, partnership, joint venture, trust or other enterprise. The corporation may, to the fullest extent permitted by Section 145 of the General Corporation

Law of the State of Delaware, as that Section may be amended and supplemented from time to time, indemnify any officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement and/or other matters referred to in or covered by that Section, by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

8.2 Advancing Expenses. Expenses (including attorneys' fees) incurred by a present or former director of the corporation in defending a civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that such person is or was a director of the corporation (or is or was serving at the request of the corporation as a director of another corporation, partnership, joint venture, trust or other enterprise) shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized by relevant provisions of the General Corporation Law of the State of Delaware; provided, however, the corporation shall not be required to advance such expenses to a director (i) who commences any action, suit or proceeding as a plaintiff unless such advance is specifically approved by a majority of the Board of Directors, or (ii) who is a party to an action, suit or proceeding brought by the corporation and approved by a majority of the Board of Directors which alleges willful misappropriation of corporate assets by such director, disclosure of confidential information in violation of such director's fiduciary or contractual obligations to the corporation, or any other willful and deliberate breach in bad faith of such director's duty to the corporation or its stockholders.

8.3 Liability Offset. The corporation's obligation to provide indemnification under this Section shall be offset to the extent the indemnified party is indemnified by any other source including, but not limited to, any applicable insurance coverage under a policy maintained by the corporation, the indemnified party or any other person.

8.4 Continuing Obligation. The provisions of this Section shall be deemed to be a contract between the corporation and each director of the corporation who serves in such capacity at any time while this bylaw is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

8.5 Nonexclusive. The indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) continue as to a person who has ceased to be a director, and (iii) inure to the benefit of the heirs, executors and administrators of such a person.

8.6 Other Persons. In addition to the indemnification rights of directors, officers, employees, or agents of the corporation, the Board of Directors in its discretion shall have the power on behalf of the corporation to indemnify any other person made a party to any action, suit or proceeding who the corporation may indemnify under Section 145 of the General Corporation Law of the State of Delaware.

8.7 Definitions. The phrases and terms set forth in this Section shall be given the same meaning as the identical terms and phrases are given in Section 145 of the General Corporation Law of the State of Delaware, as that Section may be amended and supplemented from time to time.

9. Amendments

Except as otherwise provided in the Certificate of Incorporation, these Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the holders of a majority of the outstanding voting shares or by the Board of Directors, when such power is conferred upon the Board of Directors by the Certificate of Incorporation, at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such special meeting. If the power to adopt, amend or repeal Bylaws is conferred upon the Board of Directors by the Certificate of Incorporation, it shall not divest or limit the power of the stockholders to adopt, amend or repeal Bylaws.

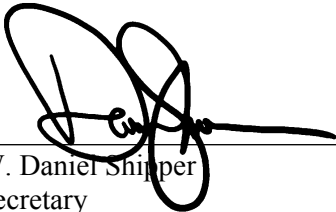
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**CERTIFICATE OF THE SECRETARY OF**  
**EVERY MEDIA INC.**

The undersigned certifies:

1. That the undersigned is the duly elected and acting Secretary of Every Media Inc., a Delaware corporation (the “*Company*”); and
2. That the foregoing Bylaws constitute the Bylaws of the Company as duly adopted by the Board of Directors of the Company as of June 15, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Company as of June 15, 2020.

  
\_\_\_\_\_  
W. Daniel Shipper  
Secretary

**ACTION BY JOINT WRITTEN CONSENT  
OF THE MEMBERS AND MANAGERS OF  
EVERY MEDIA LLC**

**Effective as of June 15, 2020**

THE UNDERSIGNED, being all of the members of the Board of Managers (the “**Board**”) of Every Media LLC, a Delaware limited liability company (the “**Company**”), as well as all of the Members of the Company (the “**Members**”), in accordance with the authority contained in the Limited Liability Company Act of the State of Delaware (the “**Act**”) and the Operating Agreement of the Company dated as of May 26, 2020 (the “**Operating Agreement**”), do hereby consent to and adopt the following resolutions and approve the taking of all actions contemplated thereby, with the same force and effect as if such resolutions were adopted at a duly called meeting of the Board and Members held on the date written above:

**CONVERSION TO DELAWARE CORPORATION**

WHEREAS, the Board and Members have determined that it is in the Company’s best interests to convert the Company to a corporation incorporated under the laws of the State of Delaware known as Every Media Inc. (the “**Corporation**”) and to continue the business of the Company through such newly incorporated corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Members and Managers hereby authorize and approve the conversion of the Company to the Corporation; and it is further

RESOLVED, that the Certificate of Conversion in substantially the form attached hereto as **Exhibit A** (the “**Certificate of Conversion**”) is hereby adopted and approved, and that the officers of the Company (the “**Officers**”) be, and hereby are, authorized, empowered, and directed to prepare and execute the Certificate of Conversion and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all other acts and things whatsoever, whether within or without the State of Delaware, which they shall determine to be necessary or appropriate to effect said Certificate of Conversion, and as of the effectiveness of filing of such Certificate of Conversion, the undersigned agrees that the Operating Agreement is hereby terminated and of no further force and effect; and it is further

RESOLVED, that the Plan of Conversion, in substantially the form attached hereto as **Exhibit B**, is hereby adopted and approved.

**CERTIFICATE OF INCORPORATION**

RESOLVED, that the Certificate of Incorporation of the Corporation, in substantially the form attached hereto as **Exhibit C** (the “**Certificate of Incorporation**”), is hereby adopted and approved, and that the Officers are hereby authorized, empowered, and directed to prepare and execute the Certificate of Incorporation and to cause the same to be filed with the Secretary of State of the State of Delaware; and it is further

RESOLVED, that in accordance with Sections 101 and 103 the Delaware General Corporation Law, the Officers be, and hereby are, authorized, empowered, and directed to file

such Certificate of Incorporation with the Secretary of State of the State of Delaware, and a certified copy of the Certificate of Incorporation shall be inserted into the minute book of the Corporation.

**GENERAL AUTHORITY**

RESOLVED, that the Officers are hereby authorized to execute such other instruments and documents, and do any and all other acts necessary or appropriate to effectuate the purposes of these resolutions, and that any and all actions heretofore done and any and all agreements, instruments and documents heretofore executed in connection with the transactions contemplated by these resolutions or to effectuate the purposes of these resolutions, are hereby, in all respects, ratified and confirmed; and it is further

RESOLVED, that the signing by any of the Officers of any of the documents or instruments referred to in or contemplated by the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish (i) such officer's determination of the propriety and the necessity, appropriateness or advisability of such documents or instruments and the actions contemplated thereby and (ii) such officer's approval of the form of any such documents or instruments signed by him or her; and it is further

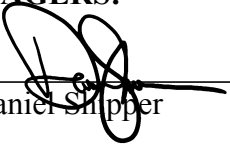
RESOLVED, that this Joint Written Consent may be executed in one or more counterparts. The appropriate officer of the Company is hereby directed to file a signed copy of this Joint Written Consent in the minute book of the Company.

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***[Signatures on Next Page]***


IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Company and all of the Managers of the Company, have executed this Joint Written Consent effective as of the date first set forth above.

**MANAGERS:**

  
\_\_\_\_\_  
W. Daniel Shipper

\_\_\_\_\_  
Nathan Bashaw

**MEMBERS:**

  
\_\_\_\_\_  
W. Daniel Shipper

\_\_\_\_\_  
Nathan Bashaw



**EXHIBIT A**

**CERTIFICATE OF CONVERSION**

## **EXHIBIT B**

### **PLAN OF CONVERSION**

**EXHIBIT C**

**CERTIFICATE OF INCORPORATION**

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073**

**Certificate of Conversion from a  
Delaware or Non-Delaware Limited Liability Company  
to a Delaware Corporation**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Liability Company to a Delaware Corporation. The fee to file the Certificate of Conversion is \$164.00 for a 1 page document. Please add \$9 for each additional page. A Certificate of Incorporation is required to be filed simultaneously with the Certificate of Conversion. Enclosed for your convenience, please find a form for a Stock Certificate of Incorporation. Forms for a Non-Stock Certificate of Incorporation can be found on our web site. The fee for filing the Certificate of Incorporation is a minimum of \$89.00 for a 1 page document. Please add \$9 for each additional page. Filing fees for the Certificate of Incorporation will vary depending on the amount of authorized stock. You may contact our office for assistance in calculating these fees. Please submit the filing with 1 cover sheet with Conversion first. You will receive a stamped “filed” copy of your document. If you would like a certified copy it will be an additional \$100.00. (\$50.00 for the Conversion and \$50.00 for the Certificate of Incorporation) Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware or domestic entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to “Delaware Secretary of State”.

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. <http://corp.delaware.gov/filingmemo.pdf>. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

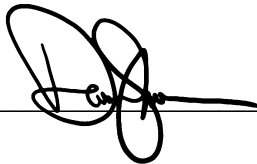
Sincerely,

Department of State  
Division of Corporations

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is May 06, 2020.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Every Media LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Every Media Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 15th day of June, A.D. 2020.

By: 

Name: W. Daniel Shipper  
Print or Type

Title: Chief Executive Officer  
Print or Type

**STATE *of* DELAWARE**  
**CERTIFICATE *of* INCORPORATION**  
**A STOCK CORPORATION**

• **First:** The name of this Corporation is \_\_\_\_\_  
\_\_\_\_\_.

• **Second:** Its registered office in the State of Delaware is to be located at  
\_\_\_\_\_ Street, in the City of \_\_\_\_\_  
County of \_\_\_\_\_ Zip Code \_\_\_\_\_.

The registered agent in charge thereof is \_\_\_\_\_  
\_\_\_\_\_.

**Third:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is  
\_\_\_\_\_ shares (number of authorized shares) with a par value of  
\_\_\_\_\_ per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:

Name \_\_\_\_\_

Mailing Address \_\_\_\_\_

\_\_\_\_\_ Zip Code \_\_\_\_\_

• **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this  
\_\_\_\_\_ day of \_\_\_\_\_, A.D. 20\_\_\_\_\_.

BY: \_\_\_\_\_  
(Incorporator)

NAME: \_\_\_\_\_  
(type or print)

## **CERTIFICATE OF INCORPORATION OF EVERY MEDIA INC.**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

### **ARTICLE I**

The name of this company is Every Media Inc. (the “**Corporation**”).

### **ARTICLE II**

The registered office of the Corporation is to be located at 1209 Orange Street, Corporation Trust Center, Wilmington, Delaware, 19801, County of New Castle. The registered agent of the Corporation at such address is The Corporation Trust Company.

### **ARTICLE III**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which the Corporation may be organized under the General Corporation Law of Delaware.

### **ARTICLE IV**

The total number of shares of capital stock which the Corporation is authorized to issue is Twenty Million (20,000,000) shares, all of which are to be designated “**Common Stock**” with a par value of \$0.00001 per share.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

### **ARTICLE V**

The name and mailing address of the Corporation’s incorporator is W. Daniel Shipper, 401 Broadway, 5th Floor, New York, NY 10013.

### **ARTICLE VI**

Except as otherwise provided for in Article XI and Article XII, the Corporation reserves the right at any time, and from time to time, to amend, alter, change, modify, repeal or rescind any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article VI.

### **ARTICLE VII**

Election of directors need not be by written ballot unless the Bylaws of the Corporation (the “**Bylaws**”) shall so provide.

### **ARTICLE VIII**

The number of directors which shall constitute the whole Board of Directors of the Corporation (the “**Board**”) shall be determined in the manner set forth in the Bylaws.

## **ARTICLE IX**

Meetings of stockholders of the Corporation may be held within or outside of the State of Delaware, as the Bylaws may provide. The books and records of the Corporation may be kept, subject to any provision contained in the statutes, within or outside of the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws.

## **ARTICLE X**

Except as otherwise provided in this Certificate of Incorporation or in the Bylaws, in furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized to make, adopt, amend, alter, change, modify, repeal or rescind any or all of the Bylaws.

## **ARTICLE XI**

The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the DGCL. Without limiting the generality of the foregoing, to the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. If the General Corporation Law of Delaware or any other law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware or such other law of the State of Delaware as so amended.

Any amendment, alteration, change, modification, repeal or rescission of the foregoing provisions of this Article XI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of a director of the Corporation occurring prior to, such amendment, alteration, change, modification, repeal or rescission.

## **ARTICLE XII**

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law of Delaware permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such directors, officers, agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of Delaware.

Any amendment, alteration, change, modification, repeal or rescission of the foregoing provisions of this Article XII by the stockholders of the Corporation shall not adversely affect any right or protection of a director, officer, agent or other person of the Corporation existing at the time of, or increase the liability of any such director, officer, agent or other person of the Corporation with respect to any acts or omissions of such director, officer, agent or other person of the Corporation occurring prior to, such amendment, alteration, change, modification, repeal or rescission.

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IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed this Certificate of Incorporation this 15th day of June, 2020

By:  \_\_\_\_\_  
Name: W. Daniel Shipper  
Title: Incorporator