

# Delaware

The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "LEX, INC.", FILED  
IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2023,  
AT 4:37 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

7259729 8100  
SR# 20230289121

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202599081  
Date: 01-30-23

**LEX, INC.**

**CERTIFICATE OF INCORPORATION**

**ARTICLE I: NAME**

The name of the corporation is Lex, Inc.

**ARTICLE II: AGENT FOR SERVICE OF PROCESS**

The address of the registered office of the corporation in the State of Delaware is 3500 South Dupont Highway, City of Dover, County of Kent, Delaware 19901. The name of the registered agent of the corporation at that address is GKL Registered Agents of DE, Inc.

**ARTICLE III: PURPOSE**

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 the State of Delaware.

**ARTICLE IV: AUTHORIZED STOCK**

The total number of shares of stock which the corporation has authority to issue is Fifteen Million (15,000,000) shares, all of which shall be Common Stock, \$0.00001 par value per share.

**ARTICLE V: AMENDMENT OF BYLAWS**

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

**ARTICLE VI: VOTE BY BALLOT**

Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

**ARTICLE VII: DIRECTOR LIABILITY**

1. **Limitation of Liability.** To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

2. **Change in Rights.** Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII,

shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

#### **ARTICLE VIII: FORUM SELECTION**

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the corporation; (b) any action asserting a breach of a fiduciary duty owed by any current or former director, officer, employee or stockholder of the corporation to the corporation or the corporation's stockholders; (c) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, this Certificate of Incorporation or the Bylaws or as to which the Delaware General Corporation Law confers jurisdiction on the Court of Chancery of the State of Delaware; (d) any action to interpret, apply, enforce or determine the validity of this Certificate of Incorporation or the Bylaws; or (e) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of this Article VIII.

#### **ARTICLE IX: INCORPORATOR**

The name and mailing address of the incorporator is Jacqueline Regis, c/o Fenwick & West LLP, 1191 Second Avenue, 10th Floor, Seattle, WA 98101.

The undersigned incorporator hereby acknowledges that the foregoing certificate is the act and deed of the undersigned and that the facts stated herein are true.

Dated: January 27, 2023

/s/ Jacqueline Regis

Jacqueline Regis, Incorporator