

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PEOPLE CENTER, INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:37 PM 09/29/2023
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People Center, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is People Center, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on May 10, 2016.

SECOND: That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of this corporation is People Center, Inc.

ARTICLE II

The address of the corporation’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

A. Authorization of Stock. This corporation is authorized to issue three classes of stock to be designated, respectively, common stock, preferred stock and FF preferred stock. The

total number of shares that this corporation is authorized to issue is 474,800,426. The total number of shares of common stock authorized to be issued is 335,353,091, par value \$0.000001 per share (the "Common Stock"), 295,128,091 of which shares are designated as "Class A Common Stock" and 40,225,000 of which shares are designated as "Class B Common Stock". The total number of shares of preferred stock authorized to be issued is 122,447,335, par value \$0.000001 per share (the "Preferred Stock"), 30,690,090 of which shares are designated as "Series A Preferred Stock", 6,511,180 of which shares are designated as "Series A-1 Preferred Stock", 1,136,020 of which shares are designated as "Series A-2 Preferred Stock", 31,878,600 of which shares are designated as "Series A-3 Preferred Stock", 6,866,840 of which shares are designated as "Series A-4 Preferred Stock", 17,719,724 of which shares are designated as "Series B Preferred Stock", 37,291 of which shares are designated as "Series B-1 Preferred Stock", 9,541,817 of which shares are designated as "Series B-2 Preferred Stock", 10,942,818 of which shares are designated as "Series C Preferred Stock" and 7,122,955 of which shares are designated as "Series D Preferred Stock". The total number of shares of FF preferred stock authorized to be issued is 17,000,000, par value \$0.000001 per share (the "FF Preferred Stock").

B. Rights, Preferences and Restrictions of Preferred Stock and FF Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions.

(a) The holders of shares of Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this corporation) on the FF Preferred Stock or the Common Stock of this corporation, at the applicable Dividend Rate (as defined below), payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. The holders of the outstanding Preferred Stock can waive any dividend preference that such holders shall be entitled to receive under this Section 1 upon the affirmative vote or written consent of the holders of a majority of the shares of Preferred Stock then outstanding (voting together as a single class and not as separate series and on an as converted to Class A Common Stock basis) (the "Requisite Majority"). For purposes of this subsection 1(a), "Dividend Rate" shall mean \$0.08798 per annum for each share of Series A Preferred Stock, \$0.00507 per annum for each share of Series A-1 Preferred Stock, \$0.00528 per annum for each share of Series A-2 Preferred Stock, \$0.01408 per annum for each share of Series A-3 Preferred Stock, \$0.07038 per annum for each share of Series A-4 Preferred Stock, \$0.35554 per annum for each share of Series B Preferred Stock, \$0.08045 per annum for each share of Series B-1 Preferred Stock, \$0.28443 per annum for each share of Series B-2 Preferred Stock, \$1.52970 per annum for each share of Series C Preferred Stock, and \$2.52704 per annum for each share of Series D Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like).

(b) After payment of such dividends, any additional dividends or distributions shall be distributed among all holders of Common Stock, Preferred Stock and FF Preferred Stock in proportion to the number of shares of Class A Common Stock that would be

held by each such holder if all shares of Preferred Stock, FF Preferred Stock and Class B Common Stock were converted to Class A Common Stock at the then effective conversion rate.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the proceeds of such Liquidation Event (the “Proceeds”) to the holders of FF Preferred Stock or Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection 2(a). For purposes of this Restated Certificate of Incorporation, “Original Issue Price” shall mean \$0.000005 per share for each share of the FF Preferred Stock, and \$1.46627 per share for each share of the Series A Preferred Stock, \$0.08447 per share for each share of the Series A-1 Preferred Stock, \$0.08803 per share for each share of the Series A-2 Preferred Stock, \$0.23464 per share for each share of the Series A-3 Preferred Stock, \$1.17302 per share for each share of the Series A-4 Preferred Stock, \$5.9256 per share for each share of Series B Preferred Stock, \$1.3408 per share for each share of Series B-1 Preferred Stock, \$4.7405 per share for each share of Series B-2 Preferred Stock, \$25.49505 per share for each share of Series C Preferred Stock and \$42.11730 per share for each share of Series D Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Upon completion of the distribution required by subsection (a) of this Section 2, all of the remaining Proceeds available for distribution to stockholders shall be distributed among the holders of FF Preferred Stock and Common Stock pro rata based on the number of shares of Class A Common Stock that would be held by each such holder if all shares of FF Preferred Stock and Class B Common Stock were converted to Class A Common Stock at the then effective conversion rate.

(c) Notwithstanding the above, for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a Liquidation Event, each such holder of shares of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder’s shares of such series into shares of Class A Common Stock immediately prior to the Liquidation Event if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such Preferred Stock into shares of Class A Common Stock. If any such holder shall be deemed to have converted shares of Preferred Stock into Class A Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise be made to holders of Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Class A Common Stock.

(d) (i) For purposes of this Section 2, a “Liquidation Event” shall include (A) the closing of the sale, lease, transfer, exclusive license or other disposition of all or substantially all of this corporation’s assets or intellectual property, (B) the consummation of the merger or consolidation of this corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of this corporation immediately prior to such merger or consolidation continue to hold at least 50% of the voting power of the capital stock of this corporation or the surviving or acquiring entity), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of this corporation’s securities), of this corporation’s securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of this corporation (or the surviving or acquiring entity immediately following such merger or consolidation in substantially the same proportions, and with substantially the same terms, as held immediately prior to such merger or consolidation) or (D) a liquidation, dissolution or winding up of this corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this corporation’s incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held this corporation’s securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale of shares of Series D Preferred Stock in a financing transaction shall not be deemed a “Liquidation Event.” The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the Requisite Majority.

(ii) In any Liquidation Event, if Proceeds received by this corporation or its stockholders is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this corporation and the Requisite Majority.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder’s status as an affiliate or former affiliate) shall be to make an appropriate

discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this corporation and the Requisite Majority.

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall, with the appropriate approval of the definitive agreements governing such Liquidation Event by the stockholders under the General Corporation Law and Section 6 of this Article IV(B), be superseded by the determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, this corporation shall forthwith either:

(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock and FF Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(d)(iv) hereof.

(iv) This corporation shall give each holder of record of Preferred Stock written notice of such impending Liquidation Event not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after this corporation has given the first notice provided for herein or sooner than ten (10) days after this corporation has given notice of any material changes provided for herein; provided, however, that subject to compliance with the General Corporation Law such periods may be shortened or waived upon the written consent of the Requisite Majority.

3. Redemption. The Preferred Stock and FF Preferred Stock are not redeemable at the option of the holder thereof.

4. Conversion. The holders of the Preferred Stock and FF Preferred Stock shall have conversion rights as follows:

(a) Right to Convert.

(i) Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Class A Common Stock as is determined by dividing the applicable Original Issue Price for such series by the applicable Conversion Price for such series (the conversion rate for a series of Preferred Stock into Class A Common Stock is referred to herein as

the “Conversion Rate” for such series), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for each series of Preferred Stock shall be the Original Issue Price applicable to such series; provided, however, that the Conversion Price for each series of Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(ii) Each share of FF Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Class A Common Stock as is determined by dividing the Original Issue Price for FF Preferred Stock by the Conversion Price for FF Preferred Stock (the conversion rate for FF Preferred Stock into Class A Common Stock is referred to herein as the “Conversion Rate” for FF Preferred Stock), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for FF Preferred Stock shall be the Original Issue Price applicable to the FF Preferred Stock; provided, however that the Conversion Price for the FF Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion.

(i) Each share of Preferred Stock shall automatically be converted into shares of Class A Common Stock at the Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the closing of this corporation’s sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, the public offering price of which was not less than \$100,000,000 in the aggregate (a “Qualified Public Offering”), or (ii) the date, or the occurrence of an event, specified by vote or written consent or agreement of the Requisite Majority.

(ii) Each share of FF Preferred Stock shall automatically be converted into shares of Class A Common Stock at the Conversion Rate at the time in effect for the FF Preferred Stock immediately upon the earlier of (i) the closing of a Qualified Public Offering, (ii) the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of a majority of the then outstanding shares of FF Preferred Stock, or (iii) upon the transfer of such share; provided that a transfer related to a Subsequent Equity Financing shall not trigger such automatic conversion.

(c) Mechanics of Conversion. Before any holder of Preferred Stock or FF Preferred Stock shall be entitled to voluntarily convert the same into shares of Class A Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this corporation or of any transfer agent for the Preferred Stock or FF Preferred Stock, and shall give written notice to this corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates are to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock or FF Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close

of business on the date set forth for conversion in the written notice of the election to convert irrespective of the surrender of the shares of Preferred Stock or FF Preferred Stock to be converted, and the person or persons entitled to receive the shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock or FF Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Class A Common Stock upon conversion of the Preferred Stock or FF Preferred Stock shall not be deemed to have converted such Preferred Stock or FF Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion provisions of subsection 4(b)(i) or (ii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder consent approving such conversion, and the persons entitled to receive shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares as of such date.

(d) Conversion Price Adjustments of Preferred Stock and FF Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this corporation shall issue, on or after the date upon which this Amended and Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the “Filing Date”), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to a series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series of Preferred Stock in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price (calculated to the nearest one-hundredth of a cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section 4(d)(i)(A), the term “Common Stock Outstanding” shall mean and include the following: (1) outstanding Class A Common Stock, (2) Class A Common Stock issuable upon conversion of outstanding Class B Common Stock, outstanding Preferred Stock and outstanding FF Preferred Stock, (3) Class A Common Stock issuable upon exercise of outstanding stock options and (4) Class A Common Stock issuable upon exercise (and, in the case of warrants to purchase Class A Common Stock, Preferred Stock, or FF Preferred Stock conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable. In the event that this corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock that results in an adjustment to a Conversion Price pursuant to the provisions of this Section 4(d) (the “First Dilutive Issuance”), and this corporation then issues or sells, or is deemed to have issued or sold, shares of Additional Stock in a subsequent issuance other than the First Dilutive Issuance

that would result in further adjustment to a Conversion Price (a “Subsequent Dilutive Issuance”) pursuant to the same instruments as the First Dilutive Issuance, then and in each such case upon a Subsequent Dilutive Issuance the applicable Conversion Price for the Preferred Stock shall be reduced to the applicable Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(B) No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one-tenth of one cent per share. Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Additional Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Additional Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)), if any, received by this corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this corporation for

any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the applicable Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the applicable Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Additional Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 4(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or (4).

(ii) “Additional Stock” shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by this corporation on or after the Filing Date other than (A) through (J) below (“Carve-out Stock”):

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) Common Stock issued to employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by this corporation’s Board of Directors, including the approval of at least one (1) Preferred Director;

(C) Common Stock issued pursuant to a Qualified Public Offering;

(D) Common Stock or Preferred Stock issued pursuant to the conversion or exercise of convertible or exercisable securities;

(E) Common Stock issued in connection with a bona fide business acquisition by this corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, provided such issuances are approved by the Board of Directors, including the approval of at least one (1) Preferred Director;

(F) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of any series of Preferred Stock or FF Preferred Stock resulting from the operation of Section 4(d);

(G) Common Stock issued upon conversion of the Preferred Stock or FF Preferred Stock;

(H) Common Stock or Preferred Stock issued in connection with the Series D Preferred Stock Purchase Agreement, dated as of or about the Filing Date, by and between this corporation and the investors listed on Schedule A thereto;

(I) Common Stock issued pursuant to any equipment leasing arrangement or debt financing arrangement, which arrangement is approved by the Board of Directors, including the approval of at least one (1) Preferred Director, and is primarily for non-equity financing purposes; or

(J) Common Stock issued to persons or entities with which this corporation has business relationships, provided such issuances are approved by the Board of Directors, including the approval of at least one (1) Preferred Director, and are primarily for non-equity financing purposes.

(iii) In the event this corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as “Common Stock Equivalents”) without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of each series of Preferred Stock and FF Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E).

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for each series of Preferred Stock and FF Preferred Stock shall be appropriately increased so that the number of

shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event this corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall and FF Preferred Stock be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this corporation into which their shares of Preferred Stock and FF Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2) provision shall be made so that the holders of the Preferred Stock and FF Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock and FF Preferred Stock the number of shares of stock or other securities or property of this corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock and FF Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Preferred Stock and FF Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(g) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock or FF Preferred Stock and the aggregate number of shares of Common Stock to be issued to particular stockholders, shall be rounded down to the nearest whole share and the corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock or FF Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Preferred Stock or FF Preferred Stock pursuant to this Section 4, this corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock or FF Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This corporation shall, upon the written request at any time of any holder of Preferred Stock or FF Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such series of Preferred Stock or FF Preferred Stock at the time in

effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of Preferred Stock or FF Preferred Stock.

(h) Notices of Record Date. In the event of any taking by this corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, this corporation shall mail to each holder of Preferred Stock or FF Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(i) Reservation of Stock Issuable Upon Conversion. This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock and FF Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock and FF Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock and FF Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock or FF Preferred Stock, this corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate of Incorporation.

(j) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of Preferred Stock may be waived (and may only be waived), either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of (i) the Requisite Series D Holders (as defined below) in the case of the Series D Preferred Stock, (ii) the Requisite Series C Holders (as defined below) in the case of the Series C Preferred Stock and (ii) a majority of the outstanding shares of such series of Preferred Stock in the case of any other series of Preferred Stock. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any series of FF Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of a majority of the outstanding shares of FF Preferred Stock. Any such waiver shall bind all future holders of shares of such series of Preferred Stock or FF Preferred Stock, as applicable.

(k) Right to Convert to Subsequent Preferred Stock. Effective immediately upon the purchase by an investor of shares of FF Preferred Stock in connection with a Subsequent Equity Financing (as defined below), each such share of FF Preferred Stock shall automatically convert into shares of the class and series of preferred stock of the corporation issued in such Subsequent Equity Financing ("Subsequent Preferred Stock") at the Subsequent Financing Conversion Ratio (as defined below), provided that such Subsequent Preferred Stock shall be convertible into shares of Class A Common Stock. "Subsequent Financing Conversion Ratio" shall mean, for each Subsequent Equity Financing, the inverse of the ratio at which a share of

Subsequent Preferred Stock issued in such Subsequent Equity Financing is convertible into the Class A Common Stock (i.e., one (1) divided by the number of shares into which a share of Subsequent Preferred Stock issued in such Subsequent Equity Financing is convertible into Class A Common Stock), and “Subsequent Equity Financing” shall mean any bona fide equity financing of this corporation in which this corporation sells shares of its preferred stock (other than the FF Preferred Stock) pursuant to a purchase agreement and sells and issues Subsequent Preferred Stock to a third-party investor. By way of example only, in the event that one (1) share of Subsequent Preferred Stock issued in the Subsequent Equity Financing is convertible into two (2) shares of Class A Common Stock, the Subsequent Financing Conversion Ratio shall be one-half (1/2).

5. Voting Rights.

(a) General Voting Rights.

(i) The holder of each share of Preferred Stock shall have the right to one (1) vote for each share of Class A Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Class A Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders’ meeting in accordance with the Bylaws of this corporation, and except as provided by law or in subsection 5(b) below with respect to the election of directors by the separate class vote of the holders of Common Stock, shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(ii) The holder of each share of FF Preferred Stock shall have the right to ten (10) votes for each share of Class A Common Stock into which such FF Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Class A Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders’ meeting in accordance with the Bylaws of this corporation, and except as provided by law or in subsection 5(b) below with respect to the election of directors by the separate class vote of the holders of Common Stock, shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Voting for the Election of Directors. As long as at least 8,437,964 shares of Series B Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) remain outstanding, the holders of such shares of Series B Preferred Stock shall be entitled to elect one (1) director of this corporation at any election of directors (the “Series B Director”). As long as at least 15,345,050 shares of Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) remain outstanding, the holders of such shares of Series A Preferred

Stock shall be entitled to elect one (1) director of this corporation at any election of directors (the “Series A Director” and each of the Series A Director and the Series B Director individually a “Preferred Director” and together the “Preferred Directors”). The holders of shares of Class B Common Stock shall be entitled to elect one (1) director of this corporation at any election of directors (the “Class B Common Director”). The holders of shares of Class A Common Stock and Class B Common Stock (voting together as a single class and not as separate series) shall be entitled to elect one (1) director of this corporation at any election of directors (the “Mutual Common Director”). The holders of Preferred Stock, FF Preferred Stock, and Common Stock (voting together as a single class and not as separate series, and on an as converted to Class A Common Stock basis) shall be entitled to elect any remaining directors of this corporation (the “Other Directors”). The Class B Common Director, in accordance with Section 141(d) of the General Corporation Law, shall have five (5) votes as a director at each meeting or each action by written consent of the Board of Directors. The Series B Director, Series A Director, Mutual Common Director and any Other Directors shall each have one (1) vote as a director at each meeting or each action by written consent of the Board of Directors.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class or series of stock, the holders of shares of such class or series may override the Board of Directors’ action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of this corporation’s stockholders or (ii) written consent, if the consenting stockholders hold a sufficient number of shares to elect their designee at a meeting of the stockholders. Any director may be removed during his or her term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to written consent.

6. Preferred Protective Provisions. So long as at least 8,437,964 shares of Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the Requisite Majority:

(a) consummate a Liquidation Event, effect any other merger or consolidation or consent to any of the foregoing where the proceeds payable per share of Series D Preferred Stock at the initial closing of such transaction are less than the Original Issue Price of the Series D Preferred Stock;

(b) amend, alter or repeal any provision of this corporation’s Certificate of Incorporation or Bylaws in a manner that adversely affects the Preferred Stock; provided that it

is understood that the authorization of a new series of Preferred Stock in connection with a New Financing (as defined below) shall not be considered to adversely affect the Preferred Stock if such amendment, alteration or repeal does not directly alter or change any of the rights, preferences, powers or privileges, or restrictions, of the Preferred Stock;

(c) increase or decrease (other than by redemption or conversion) the total number of authorized shares of Common Stock, FF Preferred Stock or Preferred Stock or designated shares of any series of Preferred Stock, except in connection with a New Financing;

(d) authorize or issue any equity security (including any other security convertible into or exercisable for any such equity security, including any debt security) having a preference over, or being on parity with, any series of Preferred Stock with respect to dividends, liquidation, or redemption, other than the issuance of any authorized but unissued shares of Preferred Stock designated in this Restated Certificate of Incorporation (including any security convertible into or exercisable for such shares of Preferred Stock); *provided* that the authorization of a new series of Preferred Stock in connection with a bona fide financing event of the corporation where the purchase price of such new security is greater than the Original Issue Price of the Series D Preferred Stock and such new security has a 1x non-participating liquidation preference with substantially the same contractual rights as the Series D Preferred Stock (a “New Financing”) shall not require consent under this section;

(e) (i) reclassify, alter or amend any existing security of this corporation that is *pari passu* with the Series D Preferred Stock with respect to dividends, liquidation or redemption, if such reclassification, alteration or amendment would render such other security senior to the Series D Preferred Stock in respect of any such right, preference or privilege or (ii) reclassify, alter or amend any existing security of this corporation that is junior to the Series D Preferred Stock with respect to dividends, liquidation or redemption, if such reclassification, alteration or amendment would render such other security senior to or *pari passu* with the Series D Preferred Stock in respect of any such right, preference or privilege;

(f) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share or shares of Preferred Stock, FF Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock or FF Preferred Stock from employees, officers, directors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the option to repurchase such shares at no greater than cost upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal;

(g) change the authorized number of directors of this corporation;

(h) pay or declare any dividend on any shares of capital stock of the corporation; or

(i) take any action with respect to any subsidiary that, if taken by this corporation, would require approval pursuant to the foregoing clauses of this Section 6.

7. Series B Protective Provisions. This corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders holding a majority of the then-outstanding shares of Series B Preferred Stock:

(a) amend the monetary value of the “Original Issue Price” as it applies to the Series B Preferred Stock or Series B-2 Preferred Stock, except for proportional adjustments in connection with stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like;

(b) increase the authorized number of shares of Series B Preferred Stock;

(c) waive the treatment of any of the events listed in subsection 2(d)(i) as a Liquidation Event with respect to the Series B Preferred Stock or Series B-2 Preferred Stock if such waiver will result in the holders of such series receiving proceeds per share less than the Original Issue Price of Series B Preferred Stock or Series B-2 Preferred Stock, respectively;

(d) convert the Series B Preferred Stock or Series B-2 Preferred Stock pursuant to subsection 4(b)(i)(ii) in connection with a Liquidation Event if such conversion would result in the holders of Series B Preferred Stock or Series B-2 Preferred Stock receiving proceeds per share of such series that is less than the Original Issue Price of the Series B Preferred Stock or Series B-2 Preferred Stock, respectively; or

(e) amend this Section 7.

8. Series C Protective Provisions. This corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders holding 60% of the then-outstanding shares of Series C Preferred Stock (the “Requisite Series C Holders”):

(a) amend the monetary value of the “Original Issue Price” as it applies to the Series C Preferred Stock, except for proportional adjustments in connection with stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like;

(b) increase the authorized number of shares of Series C Preferred Stock;

(c) waive the treatment of any of the events listed in subsection 2(d)(i) as a Liquidation Event with respect to the Series C Preferred Stock if such waiver will result in the holders of such series receiving proceeds per share less than the Original Issue Price of Series C Preferred Stock;

(d) convert the Series C Preferred Stock pursuant to subsection 4(b)(i)(ii) in connection with a Liquidation Event if such conversion would result in the holders of Series C Preferred Stock receiving proceeds per share of such series that is less than the Original Issue Price of the Series C Preferred Stock; or

- (e) amend this Section 8 or subsection 4(j)(ii).

9. Series D Protective Provisions. This corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders holding a majority of the then-outstanding shares of Series D Preferred Stock (the “Requisite Series D Holders”):

- (a) amend the monetary value of the “Original Issue Price” as it applies to the Series D Preferred Stock, except for proportional adjustments in connection with stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like;

- (b) increase the authorized number of shares of Series D Preferred Stock;

- (c) waive the treatment of any of the events listed in subsection 2(d)(i) as a Liquidation Event with respect to the Series D Preferred Stock if such waiver will result in the holders of such series receiving proceeds per share less than the Original Issue Price of Series D Preferred Stock;

- (d) convert the Series D Preferred Stock pursuant to subsection 4(b)(i)(ii) in connection with a Liquidation Event if such conversion would result in the holders of Series D Preferred Stock receiving proceeds per share of such series that is less than the Original Issue Price of the Series D Preferred Stock; or

- (e) amend this Section 9 or subsection 4(j)(i).

10. Status of Converted Stock. In the event any shares of Preferred Stock or FF Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by this corporation. The Certificate of Incorporation of this corporation shall be appropriately amended to effect the corresponding reduction in this corporation’s authorized capital stock.

11. Notices. Any notice required by the provisions of this Article IV(B) to be given to the holders of shares of Preferred Stock or FF Preferred Stock shall be deemed given (i) if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of this corporation, (ii) if such notice is provided by electronic transmission in a manner permitted by Section 232 of the General Corporation Law, or (iii) if such notice is provided in another manner then permitted by the General Corporation Law.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of this corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be distributed as provided in Section 2 of Article IV(B) hereof.

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Conversion. The holders of the Class B Common Stock shall have conversion rights as follows:

(a) Certain Definitions. As used in this Section 4, the following terms shall have the following meanings:

(i) “Class B Stockholder” shall mean (a) the registered holder of a share of Class B Common Stock as of the Filing Date, and (b) each natural person who Transferred shares of Class B Common Stock (or securities convertible into or exchangeable for shares of Class B Common Stock) prior to the Filing Date to a Permitted Entity that, as of the Filing Date, meets the requirements set forth in subsection 4(c) below.

(ii) “Permitted Entity” shall mean, with respect to any Class B Stockholder, any (i) person who meets the requirements set forth in subsection 4(c)(x); or (ii) trust, account, plan, corporation, partnership, or limited liability company specified in Section 4(c) established by or for such Class B Stockholder, so long as such entity meets the requirements set forth in subsection 4(c).

(iii) “Transfer” shall mean, with respect to a share of Class B Common Stock, any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law.

(iv) “Voting Control” shall mean, with respect to a share of Class B Common Stock, the power (whether exclusive or shared) to vote or direct the voting of such share of Class B Common Stock by proxy, voting agreement or otherwise (subject to any voting agreement to which such holder is party which this corporation is also a party).

(b) Optional Conversion. Each share of Class B Common Stock shall be convertible into one (1) fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of this corporation.

(c) Automatic Conversion upon Transfer. Each share of Class B Common Stock shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the Transfer of such share; provided, however, that a Transfer of Class B Common Stock by a Class B Stockholder or such Class B Stockholder's Permitted Entities to another Class B Stockholder or such Class B Stockholder's Permitted Entities shall not trigger such automatic conversion; provided further, however, that a Transfer by a Class B Stockholder to any of the following Permitted Entities, and from any of the following Permitted Entities back to such Class B Stockholder and/or any other Permitted Entity by or for such Class B Stockholder shall not trigger such automatic conversion:

(i) a trust for the benefit of such Class B Stockholder and for the benefit of no other person, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class B Stockholder and, provided, further, that in the event such Class B Stockholder is no longer the exclusive beneficiary of such trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(ii) a trust whose current beneficiaries include only the Class B Stockholder, the Class B Stockholder's spouse, the Class B Stockholder's descendants, descendants of the Class B Stockholder's grandparents, and/or descendants of the Class B Stockholder's spouse's grandparents, provided that upon the distribution of any share of Class B Common Stock from such trust to any beneficiary thereof who is not a Permitted Entity with respect to such Class B Stockholder, such share of Class B Common Stock so distributed shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(iii) a trust for the benefit of persons other than the Class B Stockholder (for clarity, such trust may also include or exclude the Class B Stockholder as a beneficiary) so long as the Class B Stockholder has dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such trust, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class B Stockholder, and, provided, further, that in the event the Class B Stockholder no longer has dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(iv) a trust under the terms of which such Class B Stockholder has retained a "qualified interest" within the meaning of Section 2702(b)(1) of the Internal Revenue Code (the "Code") and/or a reversionary interest so long as the Class B Stockholder has dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such trust; provided, however, that in the event the Class B Stockholder no longer has dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(v) an Individual Retirement Account, as defined in Section 408(a) of the Code, or a pension, profit sharing, stock bonus or other type of plan or trust of which such Class B Stockholder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Code; provided that in each case such Class B Stockholder has dispositive power and Voting Control with respect to the shares of Class B Common Stock held in such account, plan or trust; and provided, further, that in the event the Class B Stockholder no longer has dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such account, plan or trust, each share of Class B Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(vi) a corporation in which such Class B Stockholder directly, or indirectly through one or more Permitted Entities, owns shares with sufficient Voting Control in the corporation, or otherwise has legally enforceable rights, such that the Class B Stockholder retains dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such corporation; provided that in the event the Class B Stockholder no longer owns sufficient shares or has sufficient legally enforceable rights to enable the Class B Stockholder to retain dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such corporation, each share of Class B Common Stock then held by such corporation shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(vii) a partnership in which such Class B Stockholder directly, or indirectly through one or more Permitted Entities, owns partnership interests with sufficient Voting Control in the partnership, or otherwise has legally enforceable rights, such that the Class B Stockholder retains dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such partnership; provided that in the event the Class B Stockholder no longer owns sufficient partnership interests or has sufficient legally enforceable rights to enable the Class B Stockholder to retain dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such partnership, each share of Class B Common Stock then held by such partnership shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(viii) a limited liability company in which such Class B Stockholder directly, or indirectly through one or more Permitted Entities, owns membership interests with sufficient Voting Control in the limited liability company, or otherwise has legally enforceable rights, such that the Class B Stockholder retains dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such limited liability company; provided that in the event the Class B Stockholder no longer owns sufficient membership interests or has sufficient legally enforceable rights to enable the Class B Stockholder to retain dispositive power and Voting Control with respect to the shares of Class B Common Stock held by such limited liability company, each share of Class B Common Stock then held by such limited liability company shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(ix) a trust to which a transfer of shares of Class B Common Stock has been made for no consideration for bona fide estate planning purposes (including, for the avoidance of doubt, to a trust under the terms of which such Class B Stockholder has retained a “qualified interest” within the meaning of Section 2702(b)(1) of the Internal Revenue Code) with the approval of the Board of Directors (which approval shall include that of a majority of the disinterested members of the Board of Directors then serving); or

(x) the spouse of such Class B Stockholder, provided that upon the issuance of a final decree of divorce pursuant to which such spouse ceases to be married to such Class B Stockholder, each share of Class B Common Stock then held by such Class B Stockholder’s former spouse shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock.

(d) Automatic Conversion upon Death of Class B Stockholder. Each share of Class B Common Stock held of record by a Class B Stockholder, or by such Class B Stockholder's Permitted Entities, shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the death of such Class B Stockholder.

(e) Effect of Conversion. In the event of a conversion of shares of Class B Common Stock to shares of Class A Common Stock pursuant to this Section 4, such conversion shall be deemed to have been made at the time that this corporation's transfer agent receives the written notice required pursuant to subsection 4(b), the time that the Transfer of such shares occurred or the death of the Class B Stockholder, as applicable. Upon any conversion of Class B Common Stock to Class A Common Stock, all rights of the holder of such shares of Class B Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class B Common Stock are to be issued, if any, shall be treated for all purposes as having become the record holder or holders of such number of shares of Class A Common Stock into which such Class B Common Stock were convertible. Shares of Class B Common Stock that are converted into shares of Class A Common Stock as provided in this Section 4 shall be retired and shall not be reissued.

(f) Reservation of Stock. This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock.

(g) Subdivisions or Combinations. If this corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class will be subdivided or combined in the same manner. If this corporation shall declare a stock dividend in the form of additional shares of Common Stock or rights to acquire additional shares of Common Stock, the holders of Class B Common Stock shall receive Class B Common Stock or rights to acquire Class B Common Stock, as the case may be, and the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be.

5. Voting Rights. Except as otherwise provided herein or by applicable law, the holders of the Class B Common Stock and the holders of the Class A Common Stock shall at all times vote together as one class on all matters submitted to a vote or for the consent of the stockholders of this corporation. Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of this corporation. Each holder of shares of Class B Common Stock shall be entitled to ten (10) votes for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of this corporation. The holder of each share of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. 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 this corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

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

ARTICLE VI

Subject to the requirements of Sections 5 and 6 of Article IV(B) hereof, the number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

ARTICLE VII

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

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of this corporation may provide. The books of this corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of this corporation.

ARTICLE IX

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

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

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of this corporation (and any other persons to which General Corporation Law permits this corporation to provide indemnification) through Bylaw provisions, agreements with such 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, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders, and others.

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

ARTICLE XII

This corporation renounces, to the fullest extent permitted by law, any interest or expectancy of this corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An “Excluded Opportunity” is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of this corporation who is not an employee of this corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or FF Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of this corporation or any of its subsidiaries (collectively, “Covered Persons”), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person’s capacity as a director of this corporation.

ARTICLE XIII

In connection with repurchases by this corporation of its Common Stock or FF Preferred Stock from employees, officers, directors, advisors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment, Section 500 of the California Corporations Code shall not apply in all or in part with respect to such repurchases. In the case of any such repurchases, distributions by the corporation may be made without regard to the “preferential dividends arrears amount” or any “preferential rights amount,” as such terms are defined in Section 500(b) of the California Corporations Code.

ARTICLE XIV

A. Forum Selection. Unless this corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of this corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of this corporation to this corporation or this corporation's stockholders, (iii) any action arising pursuant to any provision of the General Corporation Law or this Restated Certificate of Incorporation or the Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of this corporation shall be deemed to have notice of and consented to the provisions of this Article XIV.

B. Personal Jurisdiction. If any action the subject matter of which is within the scope of Article XIV(A) is filed in a court other than a court located within the State of Delaware (a "Foreign Action") in the name of any stockholder, such stockholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce Article XIV(A) (an "FSC Enforcement Action") and (ii) having service of process made upon such stockholder in any such FSC Enforcement Action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder.

C. Savings. If any provision or provisions of this Article XIV shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article XIV (including, without limitation, each portion of any sentence of this Article XIV containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ARTICLE XV

A. Except as otherwise provided in the General Corporation Law or this Restated Certificate of Incorporation (including this Article XV), the business and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

B. In furtherance of providing robust and effective governance over the licensed activities of this corporation and relevant subsidiaries, this corporation shall have, and there hereby is constituted, in accordance with Section 141(a) of the General Corporation Law, the Insurance and Regulatory Committee to manage and direct all state or federally-licensed activities, including insurance-related, PEO-related, and money transmission-related activities, conducted by this corporation or any of its subsidiaries (collectively, “Licensed Activities”), including, without limitation, any subsidiary licensed as an insurance agency, money services business, or professional employer organization (a “PEO”). The Insurance and Regulatory Committee shall (i) have exclusive authority and control over all Licensed Activities, (ii) exclusively appoint officers of this corporation and appoint and remove or cause the appointment and removal of officers of its subsidiaries in each case to oversee all Licensed Activities, (iii) engage such other professional advisors, consultants and experts, including without limitation outside legal counsel, as the Insurance and Regulatory Committee shall determine are necessary, desirable or appropriate to assist the Insurance and Regulatory Committee in performing its duties, and approve all terms and conditions of any such engagement, including without limitation, the fees and expenses of such advisors, which shall be borne and paid by this corporation, (iv) direct or cause the direction of the management and policies of this corporation and its subsidiaries with respect to all Licensed Activities and (v) take all other actions that the Insurance and Regulatory Committee in its sole determination deems necessary or appropriate in connection with its exercise of the powers and authority set forth herein or such additional power and authority as may otherwise be delegated to the Insurance and Regulatory Committee by the Board of Directors, including, without limitation, directing the officers of this corporation and its subsidiaries to take action in furtherance of the exercise of the powers and authority of the Insurance and Regulatory Committee.

C. The Insurance and Regulatory Committee shall consist of such number of members as may be determined in accordance with the Bylaws of this corporation (as the same may be amended and/or restated from time to time, the “Bylaws”). Members of the Insurance and Regulatory Committee need not be directors of this corporation, but shall have such qualifications, if any, as shall be set forth in the Bylaws. Members of the Insurance and Regulatory Committee shall be appointed and may be removed, with or without cause, in the manner set forth in the Bylaws.

D. Notwithstanding anything in this Restated Certificate of Incorporation to the contrary, any action of the Board of Directors taken in respect of (i) the size of the Insurance and Regulatory Committee, (ii) the appointment or removal of members of the Insurance and Regulatory Committee, (iii) the determination of the qualifications to serve on the Insurance and Regulatory Committee or (iv) the delegation of authority to the Insurance and Regulatory Committee (it being understood, for the avoidance of doubt, that any reduction in the authority expressly delegated to the Insurance and Regulatory Committee in this Restated Certificate of Incorporation shall not be effective without a duly adopted amendment to this Restated Certificate of Incorporation), shall require the vote of a majority of the whole Board of Directors, with each member of the Board of Directors, including the Class B Common Director, having one vote as a director on such matter. Notwithstanding anything in this Restated Certificate of Incorporation to the contrary, but in addition to any other vote that may be required by this Restated Certificate of Incorporation, any action by the Board of Directors in respect of the adoption of any amendment, alteration or repeal of this Article XV or Article XI of the Bylaws or the adoption of any provision inconsistent therewith shall require the vote of a majority of the whole Board of Directors, with

each member of the Board of Directors, including the Class B Common Director, having one vote as a director. The “whole Board of Directors” shall mean the total number of directors of this corporation that this corporation would have if there were no vacancies and no unfilled newly-created directorships.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That said Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation’s Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 29th day of September, 2023.

By: /s/ Parker Conrad

Name: Parker Conrad

Title: President