

**ACTION BY WRITTEN CONSENT OF INCORPORATOR  
OF DEEPSHIELD SYSTEMS, INC.**

**(A Delaware Corporation)**

The undersigned, being the sole incorporator of DeepShield Systems, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 108 of the Delaware General Corporation Law, hereby adopts the following resolutions by written consent:

**CERTIFICATE OF INCORPORATION**

RESOLVED, that the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on March 15, 2016, is hereby ratified, approved and confirmed in all respects.

**BYLAWS**

RESOLVED, that the Bylaws attached hereto as Exhibit A are hereby adopted as the Bylaws of the Corporation.

**ELECTION OF INITIAL DIRECTORS**

RESOLVED, that the following persons are hereby elected as directors of the Corporation, to serve until their successors are duly elected and qualified:

Dr. Marcus Chen

Sarah Blackwood

Robert Kessler

James Morrison

Dr. Elena Rodriguez

**RESIGNATION OF INCORPORATOR**

RESOLVED, that the undersigned hereby resigns as incorporator of the Corporation, such resignation to be effective immediately.

**STOCK CERTIFICATES**

RESOLVED, that the officers of the Corporation are hereby authorized and directed to issue stock certificates of the Corporation in such form as they deem appropriate and in accordance with the Certificate of Incorporation and Bylaws of the Corporation.

### **PRINCIPAL OFFICE**

RESOLVED, that the principal office of the Corporation shall be established and maintained at 2200 Innovation Way, Suite 400, Wilmington, Delaware 19801.

### **QUALIFICATION TO DO BUSINESS**

RESOLVED, that the officers of the Corporation are hereby authorized and directed to qualify the Corporation to do business as a foreign corporation in such jurisdictions as they deem necessary or appropriate and to appoint agents for service of process in such jurisdictions.

### **BANK ACCOUNTS**

RESOLVED, that the officers of the Corporation are hereby authorized and directed to:

Establish one or more accounts in the name of the Corporation with such banks or other financial institutions as they deem appropriate;

Execute and deliver such resolutions, signature cards, and other documents as such banks or financial institutions may require; and

Take all such actions as may be necessary or appropriate to establish and maintain such accounts.

### **FISCAL YEAR**

RESOLVED, that the fiscal year of the Corporation shall end on December 31 of each year.

### **ORGANIZATIONAL EXPENSES**

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all fees and expenses necessary or appropriate in connection with the organization of the Corporation and to reimburse any person who has made any such payments on behalf of the Corporation.

### **FURTHER ACTIONS**

RESOLVED, that the officers of the Corporation are hereby authorized and directed to:

Execute and deliver such documents and instruments;

File such applications, reports, and notices;

Make such payments and expenditures; and

Take such other actions;

as they may deem necessary or appropriate to implement the purposes of the foregoing resolutions and to conduct the business of the Corporation.

## **OMNIBUS RESOLUTION**

RESOLVED, that all actions taken by the incorporator and/or the officers of the Corporation in connection with the formation of the Corporation and any and all matters contemplated by the foregoing resolutions are hereby ratified, approved and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Action by Written Consent as of March 15, 2016.

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Michael J. Sullivan

Incorporator

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## **EXHIBIT A**

### **BYLAWS OF DEEPSHIELD SYSTEMS, INC.**

[Bylaws attached separately]

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*Note: This document is executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Electronic signatures and transmission of signed counterparts shall be deemed original signatures for all purposes.*