

**CERTIFICATE OF FORMATION OF
OTOCO DE LLC**

(A Delaware Limited Liability Company)

This Certificate of Formation of OtoCo DE LLC (the “Company”), dated as of July 10th, 2020, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. 18-101 et seq.)

First: The name of the limited liability company formed hereby is OtoCo DE LLC.

Second: The address of the registered office of the Company in the State of Delaware is located at 108 West 13th Street, City of Wilmington, County of New Castle, Delaware 19801 and the name of the registered agent of the Corporation in the State of Delaware at such address is Business Filings Incorporated.

Third: The Company is established pursuant to Section 18-215 of the Limited Liability Company Act and may establish separate and distinct series of members, managers, and interests, each having separate rights, powers or duties with respect to specified property or obligations of the limited liability company or profits and losses associated with specified property or obligations. The debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

Fourth: The Company’s operating agreement and all matters relating to its corporate governance, internal affairs and the establishment of separate series shall be governed through the use of an Ethereum smart contract at **otoco.eth**, with certain functionalities being enabled on the website <https://otoco.io>

IN WITNESS WHEREOF, the undersigned, being fully authorized to execute and file this document have signed below and executed this Certificate of Formation on the date first above written.

Authorized Signature
On behalf of Otonomos LLC