

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM341399

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/25/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Atigeo LLC		03/25/2015	LIMITED LIABILITY COMPANY: WASHINGTON

RECEIVING PARTY DATA

Name:	Atigeo Corporation
Street Address:	800 Bellevue Way NE, Suite 600
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98004
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	4509847	XPATTERNS CONNECT. DISCOVER. ACT. X
Registration Number:	4708500	XIDENTITY
Registration Number:	4703963	XSPATIAL
Registration Number:	4703962	XRELEVANCE
Registration Number:	4700025	XPERSONA
Registration Number:	4700024	XSECURE
Registration Number:	4700023	XTHEMES
Registration Number:	4700022	XINFERENCE
Registration Number:	4409826	XPATTERNS MEDCONNECT
Registration Number:	4430827	COMPASSIONATE TECHNOLOGY
Registration Number:	4343297	XPATTERNS CONNECT. DISCOVER. ACT. X
Registration Number:	4004764	ADEVOLVE
Registration Number:	3820640	GEOGIVE
Registration Number:	3923532	LIFEPASS
Registration Number:	3908348	XPATTERNS
Registration Number:	3908344	ATIGEO
Serial Number:	86355173	TAPESTRY OF ME
Serial Number:	86108065	GEOGIVE

TRADEMARK

CORRESPONDENCE DATA**Fax Number:** 2063599000*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.***Phone:** 206-359-8000**Email:** pctrademarks@perkinscoie.com**Correspondent Name:** Patchen Haggerty, Perkins Coie LLP**Address Line 1:** 1201 Third Avenue, Suite 4900**Address Line 4:** Seattle, WASHINGTON 98101**ATTORNEY DOCKET NUMBER:** 112644-4000**NAME OF SUBMITTER:** Patchen M. Haggerty**SIGNATURE:** /Patchen M Haggerty/**DATE SIGNED:** 05/14/2015**Total Attachments: 18**

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ATIGEO LLC", A WASHINGTON LIMITED LIABILITY COMPANY,
WITH AND INTO "ATIGEO CORPORATION" UNDER THE NAME OF "ATIGEO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MARCH, A.D. 2015, AT 1:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF MARCH, A.D. 2015, AT 8 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5694029 8100M

150408063



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2233587

DATE: 03-25-15

TRADEMARK
REEL: 005517 FRAME: 0059

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:01 PM 03/25/2015
FILED 01:01 PM 03/25/2015
SRV 150408063 - 5694029 FILE

**CERTIFICATE OF MERGER
OF
ATIGEO LLC.
WITH AND INTO
ATIGEO CORPORATION
(Under Section 264 of the Delaware General Corporation Law)**

Atigeo Corporation, a Delaware corporation, does hereby certify to the following facts relating to the merger of Atigeo LLC, a Washington limited liability company, with and into Atigeo Corporation (the "*Merger*"):

FIRST: The name and state of incorporation of each of the constituent entities to the Merger are:

- (a) Atigeo LLC, a Washington limited liability company (the "*Disappearing LLC*"); and
- (b) Atigeo Corporation, a Delaware corporation (the "*Surviving Corporation*" or "*Atigeo-DE*").

SECOND: An Agreement and Plan of Merger dated as of March 25, 2015 (the "*Merger Agreement*"), by and between the constituent entities, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264(c) of the Delaware General Corporation Law (the "*DGCL*").

THIRD: The name of the surviving corporation is Atigeo Corporation, which will continue its existence under its current name upon the effective date of the Merger as a Delaware corporation.

FOURTH: The Certificate of Incorporation of Atigeo-DE shall be amended and restated in its entirety as set forth on Exhibit A hereto, until further amended pursuant to the provisions of the DGCL.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The principal place of business of the Surviving Corporation is: 800 Bellevue Way NE, Suite 600 Bellevue, Washington 98004.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of either of the constituent entities.

SEVENTH: This Certificate of Merger and the Merger provided for herein between the constituent entities shall be effective at 8:00 p.m. Wilmington, DE local time on March 25, 2015.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on behalf of the surviving corporation to the Merger by a duly authorized officer on the 25th day of March, 2015.

ATIGEO CORPORATION

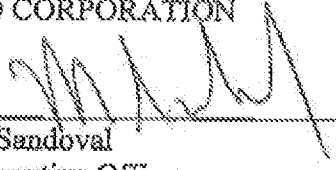
By: 
Michael Sandoval
Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ATIGEO CORPORATION

I.

The name of this corporation is Atigeo Corporation.

II.

The address of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, State of Delaware 19808, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("*DGCL*").

IV.

A. The Company is authorized to issue three classes of stock to be designated, respectively, "Class A Common Stock," "Class B-1 Common Stock," "Class B-2 Common Stock" and "Preferred Stock." The total number of shares that the Company is authorized to issue is eighty million (80,000,000) shares, forty-five million, eight hundred and thirty-three thousand, seven hundred and sixty-nine (45,833,769) shares of which shall be Class A Common Stock (the "*Class A Common Stock*"), six million, two hundred thousand (6,200,000) shares of which shall be Class B-1 Common Stock (the "*Class B-1 Common Stock*"), and nine hundred and thirty thousand, nine hundred and sixty nine (930,969) shares of which shall be Class B-2 Common Stock (the "*Class B-2 Common Stock*"), and together with the Class B-1 Common Stock the "*Class B Common Stock*") (the Class A Common Stock and the Class B Common Stock the "*Common Stock*") and twenty-seven million, thirty-five thousand, two hundred and sixty-two (27,035,262) shares of which shall be Preferred Stock (the "*Preferred Stock*"). The Preferred Stock and the Common Stock shall have a par value of \$0.0001 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-if-converted basis).

C. One hundred fifty thousand (150,000) of the authorized shares of Preferred Stock are hereby designated "*Series A-1 Preferred Stock*."

D. Six million, five hundred and eighty-eight thousand, eight hundred and eighty-eight (6,588,888) of the authorized shares of Preferred Stock are hereby designated "*Series A-2 Preferred Stock*."

E. Two million, four hundred thousand (2,400,000) of the authorized shares of Preferred Stock are hereby designated "*Series A-3 Preferred Stock*."

F. Ten million, six hundred and ninety-six thousand, three hundred and seventy-four (10,696,374) of the authorized shares of Preferred Stock are hereby designated "*Series A-4 Preferred Stock*."

G. Seven million two hundred thousand (7,200,000) of the authorized shares of Preferred Stock are hereby designated "*Series A-5 Preferred Stock*" (and together with the Series A-1 Preferred Stock, the Series A-2 Preferred Stock, the Series A-3 Preferred Stock and the Series A-4 Preferred Stock, the "*Series Preferred*").

H. The "*Original Issue Price*" shall mean with respect to the Series A-1 Preferred, \$1.1111 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof), with respect to the Series A-2 Preferred, \$2.50 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof), with respect to the Series A-3 Preferred, \$2.9167 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof), with respect to the Series A-4 Preferred, \$3.60 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof), with respect to the Series A-5 Preferred, \$4.615 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof), and with respect to the Class B-1 Common Stock, (X) \$5,000,000 divided by (Y) the outstanding number of Class B-1 Common Stock.

I. The rights, preferences, privileges, restrictions and other matters relating to the Common Stock and the Series Preferred are as follows:

I. VOTING RIGHTS.

a. **General Rights.** Each holder of shares of the Series Preferred and each holder of Class B Common Stock shall be entitled to the number of votes equal to the number of shares of Class A Common Stock into which such shares of Series Preferred or Class B Common Stock could be converted (pursuant to Section 3 hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent and shall have voting rights and powers equal to the voting rights and powers of the Class A Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company. Except as otherwise provided herein or as required by law, the Series Preferred and Class B Common Stock shall vote together with the Class A Common Stock at any annual or special meeting of the stockholders and not as a separate class, and may act by written consent in the same manner as the Class A Common Stock. Except as otherwise

provided herein or as required by law, all series of Series Preferred shall vote together at any annual or special meeting of the stockholders and not as separate series.

b. **Separate Vote of Series Preferred.** For so long as 100,000 shares of Series Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) remain outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of a majority of the outstanding Series Preferred shall be necessary for effecting or validating the following actions (whether by merger, recapitalization or otherwise):

(i) Any amendment, alteration, or repeal of any provision of the Restated Certificate or the Bylaws of the Company (including any filing of a Certificate of Designation) that materially and adversely alters or changes the voting or other powers, preferences, or other special rights, privileges or restrictions of the Series Preferred; provided, that the following shall not be considered amendments that would materially and adversely alter or change the rights, preferences or privileges of the Series Preferred:

(a) the authorization or issuance of additional Series Preferred, whether or not requiring an amendment to the Restated Certificate;

(b) the authorization or issuance of stock of a different class on a parity or junior basis with the Series Preferred, whether or not requiring an amendment to the Restated Certificate; or

(c) the approval of any matter for which a majority vote is required pursuant to subparagraphs (ii) or (d) below of this Article IV(D)(1).

(ii) Any authorization or any designation, whether by reclassification or otherwise, of any new class or series of stock or any other securities convertible into equity securities of the Company ranking senior to the Series Preferred in right of redemption, liquidation preference, or voting or any increase in the authorized or designated number of any such class or series; provided, that the granting of a liquidation preference to a new class or series of stock with respect to specific property or assets contributed by the holders of such stock to the Company in connection with the issuance of such stock shall not be considered to be the authorization of the issuance of a new class or series of stock ranking senior to the Series Preferred with respect to the Series Preferred liquidation preference.

(iii) Any agreement by the Company or its stockholders regarding an Asset Transfer or Acquisition (each as defined in Section 2 hereof); provided, that such agreement is entered into prior to March 23, 2016.

(iv) Any voluntary dissolution or liquidation of the Company; provided, that such transaction is entered into prior to March 23, 2016.

c. **Separate Vote of Class B Common Stock.** For so long as 100,000 shares of Class B Common Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) remain outstanding, in addition to any other vote or consent required herein or by law, the vote

or written consent of the holders of a majority of the outstanding Class B Common Stock voting together as a single class shall be necessary for effecting or validating the following actions (whether by merger, recapitalization or otherwise):

(i) Any agreement by the Company or its stockholders regarding an Asset Transfer or Acquisition (each as defined in Section 2 hereof); provided, that such agreement is entered into prior to March 23, 2016.

(ii) Any voluntary dissolution or liquidation of the Company; provided, that such transaction is entered into prior to March 23, 2016.

d. Separate Vote of Series Preferred and Class B Common. For so long as 100,000 shares of Series Preferred and Class B Common Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) remain outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of a majority of the outstanding Series Preferred and Class B Common Stock voting together as a single class shall be necessary for effecting or validating the following actions (whether by merger, recapitalization or otherwise):

(i) Any redemption, repurchase, payment or declaration of distributions (including any payment into or set aside for a sinking fund for any such purpose) with respect to Common Stock or Preferred Stock (except for (A) the repurchase of shares of Class B Common Stock, (B) acquisitions of Common Stock by the Company pursuant to agreements that permit the Company to repurchase such shares as provided for in the Company's Equity Incentive Plan and underlying individual grant and related agreements, (C) acquisitions of Common Stock in exercise of the Company's right of first refusal to repurchase such shares, or (D) distributions to holders of Common Stock in accordance with Section 2).

(ii) Any agreement by the Company or its stockholders regarding an Asset Transfer or Acquisition (each as defined in Section 2 hereof); provided, that such agreement is entered into on or after March 23, 2016.

(iii) Any voluntary dissolution or liquidation of the Company; provided, that such transaction is entered into on or after March 23, 2016.

e. **Election and Removal of Board of Directors.**

(i) For so long as at least 100,000 shares of Series Preferred remain outstanding (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof), the holders of Series Preferred, voting as a separate class, shall be entitled to elect three (3) members of the Board (the "*Series Preferred Directors*") at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors in accordance with applicable law and to fill any vacancy caused by the resignation, death or removal of such directors.

(ii) For so long as at least 100,000 shares of Class B Common Stock remain outstanding (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof), the holders of Class B Common Stock, voting as a separate class, shall be entitled to elect six (6) members of the Board (the "*Class B Common Directors*") at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors in accordance with applicable law and to fill any vacancy caused by the resignation, death or removal of such directors.

(iii) The holders of Common Stock and Series Preferred, voting together as a single class on an as-if-converted basis, shall be entitled to elect all remaining members of the Board at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors in accordance with applicable law and to fill any vacancy caused by the resignation, death or removal of such directors.

(iv) Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the Delaware 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, 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 the Company'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 in which all members of such class or series are present and voted. Any director may be removed during his or her term of office without cause, by, and only by, (i) at least two-thirds of all Directors or (ii) 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. At any meeting held for the purpose of electing a director, the presence in

person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director.

2. LIQUIDATION RIGHTS.

a. Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "*Liquidation Event*"), before any distribution or payment shall be made to the holders of any Common Stock, subject to the right of any series of Preferred Stock that may from time to time come into existence, the holders of Series Preferred shall be entitled to be paid out of the assets of the Company legally available for distribution (or the consideration received by the Company or its stockholders in an Acquisition) for each share of Series Preferred held by them, an amount per share of Series Preferred equal to the applicable Original Issue Price, less any deductions required to be made pursuant to Section 4(c). If, upon any such Liquidation Event, the assets of the Company shall be insufficient to make payment in full to all holders of Series Preferred of the liquidation preference set forth in this Section 2(a), then such assets (or consideration) shall be distributed among the holders of Series Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

b. After the payment of the full liquidation preference of the Series Preferred as set forth in Section 2(a) above, the holders of Class B-1 Common Stock shall be entitled to be paid out of the assets of the Company legally available for distribution (or the consideration received by the Company or its stockholders in an Acquisition) for each share of Class B-1 Common Stock held by them, an amount per share of Class B-1 Common Stock equal to the applicable Original Issue Price, less any deductions required to be made pursuant to Section 4(c). If, upon any such Liquidation Event, the assets of the Company shall be insufficient to make payment in full to all holders of Class B-1 Common Stock of the liquidation preference set forth in this Section 2(b), then such assets (or consideration) shall be distributed among the holders of Class B-1 Common Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

c. After the payment of (i) the full liquidation preference of the Series Preferred as set forth in Section 2(a) above and (ii) the full liquidation preference of the Class B-1 Common Stock as set forth in Section 2(b) above, the remaining assets of the Company legally available for distribution in such Liquidation Event (or the consideration received by the Company or its stockholders in an Acquisition), if any, shall be distributed ratably to the holders of the Common Stock and Series Preferred on an as-if-converted to Common Stock basis.

d. An Asset Transfer or Acquisition (each as defined below) shall be deemed a Liquidation Event for purposes of this Section 2.

(i) For the purposes of this Section 2: (i) "*Acquisition*" shall mean (A) any consolidation or merger of the Company with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which the shares of capital stock of the Company immediately prior to such consolidation, merger or reorganization, continue to represent a majority of the voting power of the surviving entity (or, if the surviving entity is a wholly owned subsidiary, its parent)

immediately after such consolidation, merger or reorganization, (provided that, for the purpose of this 3(c), all shares of Common Stock issuable upon exercise of options outstanding immediately prior to such consolidation or merger or upon conversion of Convertible Securities (as defined below) outstanding immediately prior to such merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of capital stock are converted or exchanged); or (B) any transaction or series of related transactions to which the Company is a party in which in excess of fifty percent (50%) of the Company's voting power is transferred; provided that an Acquisition shall not include any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Company or any successor or indebtedness of the Company is cancelled or converted or a combination thereof; and (ii) "*Asset Transfer*" shall mean a sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Company.

(ii) In any Acquisition or Asset Transfer, if the consideration to be received is securities of a corporation or other property other than cash, its value will be deemed its fair market value as determined in good faith by the Board on the date such determination is made.

(iii) The Company shall not have the power to effect an Acquisition or Asset Transfer unless the definitive agreement for such transaction (the "*Agreement*") provides that the consideration payable to the stockholders of the Company in connection therewith shall be allocated among the holders of capital stock of the Company in accordance with this Section 2.

3. CONVERSION RIGHTS.

The holders of the Series Preferred and the holders of Class B Common Stock shall have the following rights with respect to the conversion of the Series Preferred and Class B Common Stock into shares of Class A Common Stock (the "*Conversion Rights*"):

a. **Optional Conversion.** Subject to and in compliance with the provisions of this Section 3, any shares of Series Preferred and any shares of Class B Common Stock may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Class A Common Stock. The number of shares of Class A Common Stock to which a holder of Series Preferred shall be entitled upon conversion shall be the product obtained by multiplying the "*Series Preferred Conversion Rate*" then in effect for such series (determined as provided in Section 3(b)) by the number of shares of such series of Series Preferred being converted. The number of shares of Class A Common Stock to which a holder of or Class B Common Stock shall be entitled upon conversion shall be the product obtained by multiplying the "*Class B Common Stock Conversion Rate*" then in effect (determined as provided in Section 3(d)) by the number of shares of such series of Class B Common Stock being converted.

b. **Series Preferred Conversion Rate.** The conversion rate in effect at any time for conversion of any series of Series Preferred (the "*Series Preferred Conversion Rate*") shall be the quotient obtained by dividing the Original Issue Price of such series of Series

Preferred as stated in Article IV(I) by the "Series Preferred Conversion Price," calculated as provided in Section 3(c).

c. **Series Preferred Conversion Price.** The conversion price for any series of Series Preferred shall initially be the Original Issue Price of such series of Series Preferred (the "*Series Preferred Conversion Price*"). Such initial Series Preferred Conversion Price shall be adjusted from time to time in accordance with this Section 3. All references to the Series Preferred Conversion Price herein shall mean the Series Preferred Conversion Price as so adjusted.

d. **Class B Common Stock Conversion Rate.** The conversion rate in effect at any time for conversion of the Class B Common Stock (the "*Class B Common Stock Conversion Rate*") shall be the quotient obtained by dividing one (1) by the "Class B Common Stock Conversion Price," calculated as provided in Section 3(e).

e. **Class B Common Stock Conversion Price.** The conversion price for the Class B Common Stock shall initially be one (1) (the "*Class B Common Stock Conversion Price*"). Such initial Class B Common Stock Conversion Price shall be adjusted from time to time in accordance with this Section 3. All references to the Class B Common Stock Conversion Price herein shall mean the Class B Common Stock Conversion Price as so adjusted.

f. **Mechanics of Optional Conversion.** Each holder of Series Preferred or Class B Common Stock who desires to convert the same into shares of Class A Common Stock pursuant to this Section 3 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or any transfer agent for the Series Preferred or Class B Common Stock, and shall give written notice to the Company at such office that such holder elects to convert the same. Such notice shall state the number of shares of Series Preferred or Class B Common Stock being converted. Thereupon, the Company shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Class A Common Stock to which such holder is entitled and shall promptly pay in cash (at the Class A Common Stock's fair market value determined by the Board as of the date of conversion) the value of any fractional share of Class A Common Stock otherwise issuable to any holder of Series Preferred or Class B Common Stock. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series Preferred or Class B Common Stock to be converted, and the person entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Class A Common Stock on such date.

g. **Adjustment for Stock Splits and Combinations.** If at any time or from time to time on or after the date that the first share of Series Preferred or Class B Common Stock is issued (the "*Original Issue Date*") the Company effects a subdivision of the outstanding Class A Common Stock, the Series Preferred Conversion Price and the Class B Common Stock Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if at any time or from time to time after the Original Issue Date the Company combines the outstanding shares of Class A Common Stock into a

smaller number of shares, the Series Preferred Conversion Price and the Class B Common Stock Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 3(g) shall become effective at the close of business on the date the subdivision or combination becomes effective.

h. Adjustment for Class A Common Stock Dividends and Distributions. If at any time or from time to time on or after the Original Issue Date the Company pays to holders of Class A Common Stock a distribution in additional shares of Class A Common Stock, the Series Preferred Conversion Price and the Class B Common Stock Conversion Price then in effect shall be decreased as of the time of such issuance, as provided below:

(i) The Series Preferred Conversion Price and the Class B Common Stock Conversion Price shall be adjusted by multiplying such series Series Preferred Conversion Price or such Class B Common Stock Conversion Price, as applicable, then in effect by a fraction equal to:

(a) the numerator of which is the total number of shares of Class A Common Stock issued and outstanding immediately prior to the time of such issuance, and

(b) the denominator of which is the total number of shares of Class A Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Class A Common Stock issuable in payment of such dividend or distribution;

(ii) If the Company fixes a record date to determine which holders of Class A Common Stock are entitled to receive such dividend or other distribution, each such Series Preferred Conversion Price and the Class B Common Stock Conversion Price shall be fixed as of the close of business on such record date and the number of shares of Class A Common Stock shall be calculated immediately prior to the close of business on such record date; and

(iii) If such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series Preferred Conversion Price and the Class B Common Stock Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series Preferred Conversion Price shall be adjusted pursuant to this Section 3(h) to reflect the actual payment of such dividend or distribution.

i. Adjustment for Reclassification, Exchange, Substitution, Reorganization, Merger or Consolidation. If at any time or from time to time on or after the Original Issue Date the Class A Common Stock issuable upon the conversion of the Series Preferred or Class B Common Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification, merger, consolidation or otherwise (other than an Acquisition as defined in Section 2 or a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 3), in any such event each

share of Series Preferred and each share of Class B Common Stock shall thereafter be convertible in lieu of the Class A Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property that a holder of the number of shares of Class A Common Stock of the Company issuable upon conversion of one share of Series Preferred or one share of Class B Common Stock immediately prior to such recapitalization, reclassification, merger, consolidation or other transaction would have been entitled to receive pursuant to such transaction, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3 with respect to the rights of the holders of Series Preferred and the holders of Class B Common Stock after the capital reorganization to the end that the provisions of this Section 3 (including adjustment of the Series Preferred Conversion Price and the Class B Common Stock Conversion Price then in effect and the number of shares issuable upon conversion of the Series Preferred and the Class B Common Stock) shall be applicable after that event and be as nearly equivalent as practicable.

j. Certificate of Adjustment. In each case of an adjustment or readjustment of the Series Preferred Conversion Price or the Class B Common Stock Conversion Price for the number of shares of Class A Common Stock or other securities issuable upon conversion of the Series Preferred or the Class B Common Stock, if such series of Series Preferred or Class B Common Stock is then convertible pursuant to this Section 3, the Company, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and shall, upon request, prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of such series of Series Preferred or Class B Common Stock so requesting at the holder's address as shown in the Company's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or deemed to be received by the Company for any Additional Shares of Class A Common Stock issued or sold or deemed to have been issued or sold, (ii) the Series Preferred Conversion Price at the time in effect, (iii) the number of Additional Shares of Class A Common Stock and (iv) the type and amount, if any, of other property that at the time would be received upon conversion of the Series Preferred or Class B Common Stock. Failure to request or provide such notice shall have no effect on any such adjustment.

k. Notices of Record Date. Upon (i) any taking by the Company 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 or other distribution, or (ii) any Acquisition (as defined in Section 2) or other capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company with or into any other corporation, or any Asset Transfer (as defined in Section 2), or any voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company shall mail to each holder of Series Preferred and the holders of Class B Common Stock at least ten (10) days prior to (x) the record date, if any, specified therein; or (y) if no record date is specified, the date upon which such action is to take effect (or, in either case, such shorter period approved by the holders of a majority of the outstanding Series Preferred and the Class B Common Stock) a notice specifying (A) the date on which any such record is to be taken for the

purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Class A Common Stock (or other securities) shall be entitled to exchange their shares of Class A Common Stock (or other securities) for securities or other property deliverable upon such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up.

l. Automatic Conversion.

(i) Each share of Series Preferred and each share of Class B Common Stock shall automatically be converted into shares of Class A Common Stock, based on the then-effective applicable Series Preferred Conversion Price and Class B Common Stock Conversion Price immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company. Each share of Series Preferred shall automatically be converted into shares of Class A Common Stock, based on the then-effective applicable Series Preferred Conversion Price, upon the affirmative election of the holders of a majority of the outstanding shares of the Series Preferred. Each share of Class B Common Stock shall automatically be converted into shares of Class A Common Stock, based on the then-effective applicable Class B Conversion Price, upon the affirmative election of the holders of a majority of the outstanding shares of Class B Common Stock.

(ii) Upon the occurrence of either of the events specified in Section 3(l)(i) above, the outstanding shares of Series Preferred and Class B Common Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; *provided, however*, that the Company shall not be obligated to issue certificates evidencing the shares of Class A Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series Preferred are either delivered to the Company or its transfer agent as provided below, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series Preferred and the Class B Common Stock, the holders of Series Preferred and Class B Common Stock shall surrender the certificates representing such shares at the office of the Company or any transfer agent for the Series Preferred or the Class B Common Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Class A Common Stock into which the shares of Series Preferred and Class B Common Stock surrendered were convertible on the date on which such automatic conversion occurred.

m. **Fractional Shares.** No fractional shares of Class A Common Stock shall be issued upon conversion of Series Preferred or Class B Common Stock. All shares of Class A Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series Preferred or Class B Common Stock by a holder thereof shall be aggregated

for purposes of determining whether the conversion would result in the issuance of any fractional share. If after the aforementioned aggregation the conversion would result in the issuance of any fractional share, the Company shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the fair market value of one share of Class A Common Stock (as determined by the Board) on the date of conversion.

n. **Reservation of Stock Issuable Upon Conversion.** The Company 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 the Series Preferred and the 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 the Series Preferred and Class B Common Stock. If at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series Preferred and the Class B Common Stock, the Company will take such corporate action as may be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purpose.

o. **Notices.** Any notice required by the provisions of this Section 3 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by electronic transmission in compliance with the provisions of the DGCL if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

p. **Payment of Taxes.** The Company will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Class A Common Stock upon conversion of shares of Series Preferred or Class B Common Stock, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Class A Common Stock in a name other than that in which the shares of Series Preferred or Class B Common Stock so converted were registered.

4. DIVIDENDS

a. The Board of Directors may elect from time to time to pay dividends to the stockholders out of funds legally available for distribution as follows:

(i) Before any payment of dividend or other distribution to the Common Stock, the Board of Directors must first pay dividends to the holders of Series Preferred, for each share of Series Preferred held by them, an amount per share of Series Preferred equal to the applicable Original Issue Price for such series. The Board may elect to declare a dividend or distribution to the holders of Series Preferred in an amount less than the Original Issue Price per share, in which case the dividend or distribution will be distributed on a pro rata basis among all holders of Series Preferred.

(ii) After the payment to the Series Preferred of the full applicable Original Issue Price, before any payment of dividend or other distribution to the Class B-2 Common Stock or Class A Common Stock, the Board of Directors may elect to pay dividends to the holders of Class B-1 Common Stock for each share of Class B-1 Common Stock held by them, an amount per share of Class B-1 Common Stock equal to the applicable Original Issue Price. After the payment to the Series Preferred of the full applicable Original Issue Price, the Board may elect to declare a dividend or distribution to the holders of Class B-1 Common Stock in an amount less than the Original Issue Price per share, in which case the dividend or distribution will be distributed on a pro rata basis among all holders of Class B-1 Common Stock.

(iii) After the payment of (i) the full Original Issue Price of the Series Preferred as set forth in Section 4(a)(i) above and (ii) the full Original Issue Price of the Class B-1 Common Stock as set forth in Section 4(a)(ii) above, the Board may then elect to distribute ratably to the holders of the Common Stock and Series Preferred on an as-if-converted to Common Stock basis.

b. So long as any shares of Series Preferred and Class B-1 Common Stock are outstanding, the Company shall not pay or declare any dividend (whether in cash or property), or make any other distribution on the Class B-2 Common Stock or Class A Common Stock, or purchase, redeem or otherwise acquire for value any shares of Class A Common Stock, until all dividends as set forth in Section 4(a)(i) above on the Series Preferred and Section 4(a)(ii) above on the Class B-1 Common Stock shall have been paid or declared and set apart, except for:

(i) acquisitions of Class A Common Stock by the Company pursuant to agreements that permit the Company to repurchase such shares as provided for in the Company's Equity Incentive Plan and underlying individual grant and related agreements; or

(ii) acquisitions of Class A Common Stock in exercise of the Company's right of first refusal to repurchase such shares.

c. For purposes of Section 2, any payment of dividends made pursuant to this Section 4 shall reduce the applicable Original Issue Price of the Series Preferred and the Class B-1 Common Stock and the Series Preferred Conversion Price by the amount of the dividend received per share in connection with this Section 4.

5. NO REISSUANCE OF SERIES PREFERRED OR CLASS B COMMON STOCK.

Any shares or shares of Series Preferred or Class B Common Stock redeemed, purchased, converted or exchanged by the Company shall be cancelled and retired and shall not be reissued or transferred.

V.

A. The liability of the directors of the Company for monetary damages shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this Article V in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VI.

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided* that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in its Board. The number of directors that shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws, subject to any restrictions which may be set forth in this Restated Certificate.

B. The stockholders shall have the power to adopt, amend or repeal the Bylaws of the Company, subject to any restrictions that may be set forth in this Restated Certificate.

C. The directors of the Company need not be elected by written ballot unless the Bylaws so provide.