

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM416637

|                                   |                          |                                          |                                          |
|-----------------------------------|--------------------------|------------------------------------------|------------------------------------------|
| <b>SUBMISSION TYPE:</b>           | NEW ASSIGNMENT           |                                          |                                          |
| <b>NATURE OF CONVEYANCE:</b>      | ENTITY CONVERSION        |                                          |                                          |
| <b>CONVEYING PARTY DATA</b>       |                          |                                          |                                          |
| <b>Name</b>                       | <b>Formerly</b>          | <b>Execution Date</b>                    | <b>Entity Type</b>                       |
| ALORICA LLC                       |                          | 06/27/2016                               | Limited Liability Company:<br>CALIFORNIA |
| <b>RECEIVING PARTY DATA</b>       |                          |                                          |                                          |
| <b>Name:</b>                      | ALORICA INC.             |                                          |                                          |
| <b>Street Address:</b>            | 5 PARK PLAZA, SUITE 1100 |                                          |                                          |
| <b>City:</b>                      | IRVINE                   |                                          |                                          |
| <b>State/Country:</b>             | CALIFORNIA               |                                          |                                          |
| <b>Postal Code:</b>               | 92614                    |                                          |                                          |
| <b>Entity Type:</b>               | Corporation: DELAWARE    |                                          |                                          |
| <b>PROPERTY NUMBERS Total: 17</b> |                          |                                          |                                          |
| <b>Property Type</b>              | <b>Number</b>            | <b>Word Mark</b>                         |                                          |
| <b>Registration Number:</b>       | 1819161                  | PRC                                      |                                          |
| <b>Registration Number:</b>       | 1820093                  | PRC                                      |                                          |
| <b>Registration Number:</b>       | 1844659                  | PRECISION RESPONSE CORPORATION           |                                          |
| <b>Registration Number:</b>       | 2467176                  | PRIORITY ONE 1 SERVICE                   |                                          |
| <b>Registration Number:</b>       | 2551603                  | PRIORITY ONE SERVICE                     |                                          |
| <b>Registration Number:</b>       | 2501358                  | PRIORITY ONE 1                           |                                          |
| <b>Registration Number:</b>       | 2471052                  | PRIORITY ONE 1 SUPPORT                   |                                          |
| <b>Serial Number:</b>             | 75811989                 | PRIORITY ONE 1 PRODUCTS                  |                                          |
| <b>Serial Number:</b>             | 75814664                 | PRIORITY ONE 1                           |                                          |
| <b>Registration Number:</b>       | 4834507                  | ALORICARES                               |                                          |
| <b>Registration Number:</b>       | 2763647                  | HELIX BY ALORICA                         |                                          |
| <b>Registration Number:</b>       | 2763657                  | HELIX BY ALORICA                         |                                          |
| <b>Registration Number:</b>       | 2947233                  | ALORICA INC.                             |                                          |
| <b>Registration Number:</b>       | 2947234                  | ALORICA INC.                             |                                          |
| <b>Registration Number:</b>       | 3594920                  | SMART PIPE                               |                                          |
| <b>Serial Number:</b>             | 86879197                 | ALORICA PASSION · PERFORMANCE · POSSIBIL |                                          |
| <b>Serial Number:</b>             | 86879242                 | ALORICA                                  |                                          |
| <b>CORRESPONDENCE DATA</b>        |                          |                                          |                                          |
| <b>TRADEMARK</b>                  |                          |                                          |                                          |

OP \$440.00 1819161

**Fax Number:** 8664150983

***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:** 9728491310

**Email:** michele.zarinelli@gmail.com

**Correspondent Name:** RAFFI GOSTANIAN

**Address Line 1:** 1103 TWIN CREEKS DRIVE

**Address Line 4:** ALLEN, TEXAS 75013

|                           |                 |
|---------------------------|-----------------|
| <b>NAME OF SUBMITTER:</b> | RAFFI GOSTANIAN |
|---------------------------|-----------------|

|                   |                   |
|-------------------|-------------------|
| <b>SIGNATURE:</b> | /RAFFI GOSTANIAN/ |
|-------------------|-------------------|

|                     |            |
|---------------------|------------|
| <b>DATE SIGNED:</b> | 02/17/2017 |
|---------------------|------------|

**Total Attachments: 10**

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# Delaware


The First State

Page 1

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 CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "ALORICA LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ALORICA LLC" TO "ALORICA INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2016, AT 7:43 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

6081103 8100F  
SR# 20164668696

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

Authentication: 202568501  
Date: 06-28-16

**TRADEMARK**  
**REEL: 005992 FRAME: 0502**

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A CORPORATION  
PURSUANT TO SECTION 265 OF DELAWARE GENERAL CORPORATION LAW

ALORICA LLC

1. The jurisdiction in which Alorica LLC (the "Company") was first formed is California.
2. The jurisdiction of organization of the Company immediately prior to filing this Certificate of Conversion from a limited liability company to a corporation (this "Certificate") is California.
3. The Company filed its original articles of organization with the California Secretary of State and was first formed on June 20, 2016, in the State of California.
4. The name of the Company immediately prior to the filing of this Certificate is Alorica LLC.
5. The name of the corporation into which the Company shall be converted as set forth in the certificate of incorporation of the corporation filed simultaneously herewith shall be Alorica Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion from a limited liability company to a corporation dated as of June 27, 2016.

By: /s/ Andy M. Lee  
Name: Andy M. Lee  
Title: Chief Executive Officer

OC\2143386.5

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:43 PM 06/27/2016  
FILED 07:43 PM 06/27/2016  
SR 20164668696 - File Number 6981103

TRADEMARK  
REEL: 005992 FRAME: 0503

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALORICA INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2016, AT 7:43 O`CLOCK P.M.

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



Jeffrey W. Bullock, Secretary of State

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

Authentication: 202568501  
Date: 06-28-16

**TRADEMARK**  
**REEL: 005992 FRAME: 0504**

**CERTIFICATE OF INCORPORATION  
OF  
ALORICA INC.**

Alorica Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

FIRST: The name of this corporation is Alorica Inc. (the "Corporation").

SECOND: The name and address, including street, number, city and county, of the registered agent of the Corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,100,000 shares, consisting of a total of 1,000,000 shares of Class A Common Stock, \$0.001 par value per share (the "Class A Common Stock"), 100,000 shares of Class B Common Stock, \$0.001 par value per share (the "Class B Common Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. Common Stock

1. General. Except as expressly set forth in this Article FOURTH, the Class A Common Stock and the Class B Common Stock (together, the "Common Stock") shall have the same rights, powers and preferences, and shall share ratably and be identical in all respects as to all matters. The Class A Common Stock shall rank senior to all future equity interests of the Corporation that by their terms do not expressly rank senior to or on parity with the Class A Common Stock with respect to dividends or liquidation preferences.

2. Voting. The holders of Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings), and shall vote together as a single class. Except as otherwise required by applicable law, none of the holders of Class B Common Stock shall be entitled to cast any vote with respect to such shares on any matter on which the stockholders of the Corporation shall be entitled to vote, and shares of Class B Common Stock shall not be included in determining the number of shares voting or entitled to vote on any such matters. Irrespective of the provisions of Section 242(b)(2) of the DGCL, the only vote of shareholders required to increase or decrease (but not below the number of shares thereof then outstanding) the number of authorized shares of Common Stock will be the affirmative vote of the holders of shares of

capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of Class A Common Stock entitled to vote thereon.

3. Dividends. Except with respect to the Accruing Dividends (as defined below) which shall be solely with respect to the Class A Common Stock, the holders of Common Stock shall be entitled to share ratably, as a single class, in such dividends as may be declared by the board of directors of the Corporation (the "Board") from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor. From and after the date of the issuance of any shares of Class A Common Stock, dividends at the rate per annum (compounding quarterly) of 8% of the sum of the Class A Original Issue Price (as defined below) of each share, plus any dividends accrued but unpaid thereon, shall accrue on such shares of Class A Common Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Class A Common Stock) (the "Accruing Dividends"). Accruing Dividends shall accrue from day to day, whether or not declared, and shall be cumulative; provided, however, that except as set forth in the following sentence of this Section 3 or in Section 4.1, such Accruing Dividends shall be payable only when, as, and if declared by the Board. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Class A Common Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Class A Common Stock in an amount at least equal to the sum of the amount of the aggregate Accruing Dividends then accrued on such share of Class A Common Stock and not previously paid. The "Class A Original Issue Price" shall mean \$1,245.57701 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Class A Common Stock.

4. Liquidations.

4.1 Preferential Payments to Holders of Class A Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (each, a "Liquidation Event") or Deemed Liquidation Event, the holders of shares of Class A Common Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of any other class or series of capital stock of the Corporation (including Class B Common Stock) by reason of their ownership thereof, an amount per share equal to the Class A Original Issue Price, plus any Accruing Dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon. If upon any such Liquidation Event or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Class A Common Stock the full amount to which they shall be entitled under this Section 4.1, then the holders of shares of Class A Common Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

4.2 Distribution of Remaining Assets. In the event of any Liquidation Event or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Class A Common Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Class A Common Stock and Class B Common Stock, pro rata based on the number of shares held by each such holder. The aggregate amount which a holder of a share of Class A Common Stock is entitled to receive under Sections 4.1 and 4.2 is hereinafter referred to as the "Class A Liquidation Amount."

4.3 Deemed Liquidation Events.

4.3.1 Definition. Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of at least a majority of the outstanding shares of Class A Common Stock elect otherwise by written notice sent to the Corporation at least ten days prior to the effective date of any such event:

(a) a merger or consolidation in which (i) the Corporation is a constituent party or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except, in each case, any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation, or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

4.3.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Section 4.3.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the "Merger Agreement") provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 4.1 and 4.2.

(b) In the event of a Deemed Liquidation Event referred to in Sections 4.3.1(a)(ii) or 4.3.1(b), if the Corporation does not effect a dissolution of the



Corporation under the DGCL within 90 days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Class A Common Stock no later than the 90<sup>th</sup> day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) to require the redemption of such shares of Class A Common Stock pursuant to the terms of the following clause, and (ii) if the holders of at least a majority of the then outstanding shares of Class A Common Stock so request in a written instrument delivered to the Corporation not later than 120 days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the "Available Proceeds"), on the 150<sup>th</sup> day after such Deemed Liquidation Event, to redeem all outstanding shares of Class A Common Stock at a price per share equal to the Class A Liquidation Amount (the "Redemption Date"). Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Class A Common Stock, the Corporation shall ratably redeem each holder's shares of Class A Common Stock to the fullest extent of such Available Proceeds, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. Prior to the distribution or redemption provided for in this Section 4.3.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business. In the event of such redemption, the following provisions shall additionally apply:

(i) Surrender of Certificates; Payment. On or before the applicable Redemption Date, each holder of shares of Class A Common Stock to be redeemed on such Redemption Date shall, if a holder of shares in certificated form, surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation, in the manner and at the place designated by the Corporation, and thereupon the portion of the Class A Liquidation Amount for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof. In the event less than all of the shares of Class A Common Stock represented by a certificate are redeemed, a new certificate, instrument, or book entry representing the unredeemed shares of Class A Common Stock shall promptly be issued to such holder.

(ii) Rights Subsequent to Redemption. If on the applicable Redemption Date the portion of the Class A Liquidation Amount payable upon redemption of the shares of Class A Common Stock to be redeemed is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that any certificates evidencing any of the shares of Class A Common Stock so called for

redemption shall not have been surrendered, dividends with respect to such shares of Class A Common Stock shall cease to accrue after such Redemption Date and all rights with respect to such shares shall immediately after the Redemption Date terminate, except only the right of the holders to receive the Class A Liquidation Amount without interest upon surrender of any such certificate or certificates therefor.

4.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such Deemed Liquidation Event shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board.

4.3.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Subsection 4.3.1(a)(i), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the "Additional Consideration"), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the "Initial Consideration") shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 4.1 and 4.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 4.1 and 4.2 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Subsection 4.3.4, consideration placed into escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

5. Reclassifications, Subdivisions and Combinations. If the Corporation in any manner reclassifies, subdivides (by stock split, stock dividend or otherwise) or combines (by stock split, stock dividend or otherwise) the outstanding shares of Class A Common Stock, then the outstanding shares of Class B Common Stock shall be proportionately reclassified, subdivided or combined. If the Corporation in any manner reclassifies, subdivides (by stock split, stock dividend or otherwise) or combines (by stock split, stock dividend or otherwise) the outstanding shares of any Class B Common Stock, then the outstanding shares of Class A Common Stock shall be proportionately reclassified, subdivided or combined. Any such reclassification, subdivision or combination shall be payable in shares of Class A Common Stock to holders of Class A Common Stock and in shares of Class B Common Stock to holders of Class B Common Stock. In no event shall a stock split or stock dividend constitute a payment of Accruing Dividends or Class A Original Issue Price.

6. Mergers, Consolidations, Recapitalizations. In connection with any merger, consolidation, or recapitalization in which holders of Class A Common Stock or Class B Common Stock generally receive, or are given the opportunity to receive, consideration for their

shares, all payments shall be made to the holders of Class A Common Stock and Class B Common Stock in the manner and in the priority set forth in this Article FOURTH.

7. Severability. If any power, privilege, right or limitation, restriction or qualification of the Common Stock set forth in this Article FOURTH is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other powers, privileges, rights and limitations, restrictions, or qualifications set forth in this Article FOURTH that can be given effect without the invalid, unlawful or unenforceable power, privilege, right, or limitation, restriction or qualification herein set forth shall, nevertheless, remain in full force and effect, and no power, privilege, right, or limitation, restriction or qualification herein set forth shall be deemed dependent upon any other such power, privilege, right or limitation, restriction or qualification unless so expressed herein.

FIFTH: Subject to any additional vote required by the Certificate of Incorporation, by-laws of the Corporation (the "By-Laws"), in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the By-Laws. Any By-Laws made by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders, and the powers conferred in this Article FIFTH shall not abrogate the right of the stockholders to adopt, amend and repeal By-Laws.

SIXTH: Elections of directors need not be by written ballot unless the By-Laws shall so provide.

SEVENTH: The name and mailing address of the sole incorporator of the Corporation is Christy O'Connor, c/o Alorica Inc., 5 Park Plaza, 11th Floor, Irvine, CA 92614

EIGHTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article EIGHTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

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

NINTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which DGCL permits the Corporation to provide indemnification) through By-Law 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 Section 145 of the DGCL.

Any amendment, repeal or modification of the foregoing provisions of this Article NINTH shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

TENTH: The Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees 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 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. If any provision or provisions of this Article TENTH 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 TENTH (including, without limitation, each portion of any sentence of this Article TENTH 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.

ELEVENTH: For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board, such repurchase may be made without regard to any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined therein) shall be deemed to be zero.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Incorporation to be executed this 27th day of June, 2016.

/s/ Christy O'Connor  
Christy O'Connor  
Incorporator