

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM439197

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SBG Labs, Inc.		05/14/2015	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Digilens Inc.		
Street Address:	1288 Hammerwood Avenue		
City:	Sunnyvale		
State/Country:	CALIFORNIA		
Postal Code:	94089		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4276178	VIRTUALITY	
CORRESPONDENCE DATA			
Fax Number:	6123408827		
<i>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.</i>			
Phone:	612.492.6854		
Email:	ip.docket@dorsey.com, dahl.cathy@dorsey.com, cadwell.jeffrey@dorsey.com		
Correspondent Name:	Cathleen F Dahl, Dorsey & Whitney LLP		
Address Line 1:	50 South Sixth Street		
Address Line 2:	Suite 1500		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	478000-00004		
NAME OF SUBMITTER:	Cathleen F. Dahl		
SIGNATURE:	/Cathleen F. Dahl/		
DATE SIGNED:	08/14/2017		
Total Attachments: 16			
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NOTE

2507390

THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SBG LABS, INC.
a California corporation

FILED *KAI*
Secretary of State *Lee*
State of California

MAY 14 2015

lee

The undersigned, Jonathan Waldern and Terence M. Kelly, hereby certify that:

1. They are the duly elected and acting President and Assistant Secretary, respectively, of SBG Labs, Inc., a California corporation.
2. The Articles of Incorporation of this Corporation shall be amended and restated to read in full as follows:

“ARTICLE I

The name of this corporation is Digilens Inc. (the “Corporation”).

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Corporation is authorized to issue is 61,717,446 shares, no par value per share. 40,900,000 shares shall be Common Stock and 20,817,446 shares shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by these Amended and Restated Articles of Incorporation may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated “Series A Preferred Stock” and shall consist of 4,467,844 shares. The second series of Preferred Stock shall be designated “Series A1 Preferred Stock” (together with the Series A Preferred Stock, the “Preferred Stock”) and shall consist of 16,349,602 shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A and Series A1 Preferred Stock are as set forth below in this Article III(B).

1. **Dividend Provisions.**

(a) **Treatment of Preferred Stock.** Prior and in preference to any declaration or payment of any dividend on shares of Common Stock (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 the Corporation), (i) the holders of Series A Preferred Stock shall be entitled to receive non-cumulative dividends, out of

any assets legally available therefor, at the rate of \$0.04 per share for each outstanding share of Series A Preferred Stock held by them (as adjusted for stock splits, stock dividends, combinations, subdivisions, recapitalizations and the like) per annum, payable when, as and if declared by the Board of Directors, and (ii) the holders of Series A1 Preferred Stock shall be entitled to receive non-cumulative dividends, out of any assets legally available therefor, at the rate of \$0.056 per share for each outstanding share of Series A1 Preferred Stock held by them (as adjusted for stock splits, stock dividends, combinations, subdivisions, recapitalizations and the like) per annum, payable when, as and if declared by the Board of Directors. Payment of any dividends to the holders of Series A Preferred Stock and Series A1 Preferred Stock shall be on a *pro rata, pari passu* basis in proportion to the amounts each such holder would be entitled to receive if such dividends were paid in full. Dividends declared but unpaid shall not bear interest.

(b) Treatment of Common Stock. If, after dividends in the full preferential amounts specified in Section 1(a) for the Preferred Stock have been paid or declared and set apart in any calendar year of the Corporation, the Board of Directors shall declare additional dividends on shares of Common Stock (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 the Corporation) out of funds legally available therefor in that calendar year, then such additional dividends shall be declared on shares of Common Stock and Preferred Stock on a *pro rata, pari passu* basis according to the number of shares of Common Stock (on an as-converted basis) held by each.

2. Liquidation.

(a) Preference. In the event of a Liquidation Event (as defined below), either voluntary or involuntary, the holders of each series of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Liquidation Amount (as defined below) for such series of Preferred Stock, plus any declared but unpaid dividends on such share. If, upon the occurrence of such Liquidation Event, the assets and funds 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 assets and funds of the Corporation legally available for distribution shall be distributed *pro rata, pari passu*, among the holders of the Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive under this Section 2(a). For purposes hereof, "Liquidation Amount" shall mean (i) \$0.50 per share for each share of the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to each such share of Series A Preferred Stock) and (ii) \$0.70 per share for each share of the Series A1 Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to each such share of Series A1 Preferred Stock).

(b) Remaining Assets. Upon the completion of the distribution required by Section 2(a) above, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among the holders of the Common Stock and the holders of the Preferred Stock *pro rata* based on the number of shares of Common Stock (on an as-converted basis) held by each.

(c) Effect of Reorganization or Sale of All or Substantially All Assets. For purposes of this Section 2, a "Liquidation Event" shall include (i) the closing of the sale, lease, transfer or other disposition of all or substantially all of the Corporation's assets, (ii) the consummation of the merger or consolidation of the Corporation with or into another entity (except a merger or consolidation in which the capital stock of the Corporation immediately prior to such merger or consolidation continues to represent at least 50% of the voting power of the capital stock of the Corporation or the surviving or acquiring entity), (iii) 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 the Corporation's securities), of the 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 the Corporation or (iv) a liquidation, dissolution or winding up of the Corporation; provided, however, that (A) a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of the Corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held the Corporation's securities immediately prior to such transaction; and (B) the sale of the Corporation's 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 holders of (i) at least 60% of the then outstanding Preferred Stock (voting together as a single class and not as a separate series, and on an as-converted basis), and (ii) at least 75% of the then outstanding Series A1 Preferred Stock, each voting as a separate class.

(d) In any Liquidation Event, if Proceeds received by the Corporation or its stockholders is other than cash, the value of such Proceeds will be deemed to be their fair market value. Any securities shall be valued as follows:

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

(A) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event;

(B) 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 thirty (30) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event; and

(C) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(ii) 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 (i) (A), (B) or (C) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(iii) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event may be superseded by any determination of such value set forth in the definitive agreements governing such Liquidation Event.

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

(i) 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

(ii) cancel such transaction, in which event the rights, preferences and privileges of the holders of the 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 Section 4(h) below.

3. Redemption. The Preferred Stock is not redeemable.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. 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 the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the applicable Original Issue Price (as defined below) for such series by the applicable Conversion Price for such series (the conversion rate for a series of Preferred Stock into 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 the Preferred Stock shall be subject to adjustment as set forth in subsection 4(d). As used herein, the "Original Issue Price" for the Series A Preferred Stock shall be deemed to be \$0.50 per share, and the "Original Issue Price" for the Series A1 Preferred Stock shall be deemed to be \$0.70 per share (each such Original Issue Price as adjusted for stock splits, stock dividends, combinations, subdivisions, recapitalizations and the like).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of, except as provided below in Section 4(c), (i) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), in which the price per share (prior to underwriter commissions and expenses) is at least \$2.50 and total proceeds under the offering (prior to underwriter commissions and expenses) is in excess of \$10,000,000, or (ii) the date specified by vote or written consent of the holders of at least (i) a majority of the then outstanding shares of Preferred Stock, voting as a single class (the "Requisite Preferred Consent"), and (ii) at least 75% of the then outstanding Series A1 Preferred Stock, so long as there are fewer than 15,508,591 shares of Series A1 Preferred Stock outstanding, and at least 66% when the number

of then outstanding shares of Series A1 Preferred Stock equals or exceeds 15,508,591, in each case, voting as a separate class (the "Requisite Series A1 Consent") and, together with the Requisite Preferred Consent, the "Requisite Consent").

(c) **Mechanics of Conversion.** Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the 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 for shares of Common Stock 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 to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock 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 of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering 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 Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion provisions of Section 4(b)(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 Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) **Conversion Price Adjustments of 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) **Issuance of Additional Stock below Purchase Price.** If the Corporation shall issue, after May 14, 2015 (the "Purchase Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to any series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, such Conversion Price shall automatically be adjusted as set forth in this Section 4(d)(i), unless otherwise provided in this Section 4(d)(i).

(A) **Adjustment Formula.** Whenever the Conversion Price is adjusted pursuant to this Section 4(d)(i), the new Conversion Price shall be determined by multiplying the Conversion Price then in effect by a fraction, (x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (the "Outstanding Common") plus the number of shares that the aggregate consideration received by the Corporation for such issuance would purchase at such Conversion Price; and (y) the denominator of which shall be the number of shares of Outstanding Common plus the number of shares of such Additional Stock. For purposes of the foregoing calculation, the term "Outstanding Common" shall include shares of Common Stock deemed issued pursuant to Section 4(d)(i)(E) below.

(B) **Definition of "Additional Stock".** For purposes of this Section 4(d)(i), "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 4(d)(i)(E)) by the Corporation after the Purchase Date other than:

- (1) Common Stock issued pursuant to a transaction described in Section 4(d)(ii) hereof;
- (2) Shares of Common Stock issuable or issued to employees, consultants, officers or directors of the Corporation pursuant to a stock plan or other agreement approved by the Board of Directors of the Corporation, including the Series A Directors (as defined in Section 5(b) below);
- (3) Capital stock, or warrants to purchase capital stock, issued (i) to strategic partners (provided that such strategic partner, or an affiliate of such strategic partner, is not an entity whose primary business is financial investment), (ii) in connection with equipment leasing transactions, or (iii) to banks or other similar financial institutions in connection with debt financing transactions approved by the Board of Directors of the Corporation, including the Series A Directors; or
- (4) Shares of Common Stock issued or issuable upon conversion of the Series A or Series A1 Preferred Stock.

(C) **No Fractional Adjustments.** No adjustment of the Conversion Price for any series of Preferred Stock shall be made in an amount less than one cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three years from the date of the event giving rise to the adjustment being carried forward.

(D) **Determination of Consideration.** In the case of the issuance of Common 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 the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be

deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) Deemed Issuances of Common Stock. In the case of the issuance (whether before, on or after the Purchase Date) 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 all purposes of this Section 4(d)(i):

(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 Section 4(d)(i)(D)), if any, received by the 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 the 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 the 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 Section 4(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 the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof, the Conversion Price of a series of 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 Conversion Price of a series of 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 which 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 Common Stock deemed issued and the consideration deemed paid therefor pursuant to Sections 4(d)(i)(E)(1) and 4(d)(i)(E)(2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Section 4(d)(i)(E)(3) or 4(d)(i)(E)(4).

(F) **No Increased Conversion Price.** Notwithstanding any other provisions of this Section 4(d)(i), except to the limited extent provided for in Sections 4(d)(i)(E)(3) and 4(d)(i)(E)(4), no adjustment of the Conversion Price pursuant to this Section 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(ii) **Stock Splits and Dividends.** In the event the Corporation should at any time or from time to time after the Purchase 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 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.

(iii) **Reverse Stock Splits.** If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price of each series of 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 the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred

to in Section 4(d)(ii), then, in each such case for the purpose of this Section 4(e), the holders of Preferred Stock shall 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 the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the 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 Section 2) provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the 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 such 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 such Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(g) **No Impairment.** The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Preferred Stock against impairment.

(h) **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. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of the Directors of the Corporation).

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of any series of Preferred Stock pursuant to this Section 4, the 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 such Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of 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 the Preferred

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

(i) **Notices of Record Date.** In the event of any taking by the 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, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Preferred Stock, at least twenty (20) 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, distribution or right, and the amount and character of such dividend, distribution or right.

(j) **Reservation of Stock Issuable Upon Conversion.** The 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, 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 such series of 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 such series of Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the 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 shareholder approval of any necessary amendment to these articles.

(k) **Notices.** Any notice required by the provisions of this Section 4 to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

5. **Voting Rights.**

(a) **Number of Votes.** The holder of each share of Preferred Stock shall have the right to one vote for each share of 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 Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and 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) **Board of Directors.** The holders of record of the shares of Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of

the Corporation (the "*Series A Directors*"). Any director elected as provided in the preceding sentence may be removed by, and only by, the affirmative vote of the holders of the shares of the class or series of capital 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. If the holders of shares of Preferred Stock fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first sentence of this Section 5(b), then any directorship not so filled shall remain vacant until such time as the holders of the Preferred Stock elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Series A1 Preferred Stock and Series A Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation. 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. Except as otherwise provided in this Section 5(b), a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Section 5(b).

(c) Protective Provisions.

(i) The Corporation shall not without first obtaining the approval of the Requisite Consent as defined in Article III, section (B)(4)(b).

(1) Authorize or issue any new class or classes or series of capital stock having any preference, priority or rights as to dividends, liquidation preferences, redemption, voting or other rights superior to or on parity with any such preference, priority or rights for any existing series of Preferred Stock;

(2) Amend, alter or waive any provision of the Corporation's Articles of Incorporation or Bylaws;

(3) Increase or decrease the authorized number of directors constituting the Board of Directors or change the method of electing members to the Board of Directors;

(4) Consummate or agree to consummate a Liquidation Event;

(5) Consummate an initial public offering of shares of capital stock of the Corporation registered under the Securities Act or list any shares of capital stock on any stock exchange or marketplace;

(6) Acquire another entity, substantially all of the stock of another entity or substantially all of the assets of another entity, by means of any transaction

or a series of related transactions (including, without limitation, any reorganization, merger or consolidation);

(7) Pay or declare any dividend or distribution on any shares of its capital stock;

(8) Increase or decrease the authorized number of shares of Common or Preferred Stock (or any series thereof); or

(9) Repurchase, redeem or otherwise acquire any shares of Common Stock of the Corporation; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, directors or consultants of the Corporation where the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment, or through the exercise of any right of first refusal.

(ii) The Corporation shall not without first obtaining the approval of the holders of a majority of the total outstanding shares of Series A Preferred Stock, voting together as a class:

(1) Alter or change adversely the rights, preferences or privileges of the shares of Series A Preferred Stock;

(2) Increase or decrease the authorized number of shares of Series A1 Preferred Stock; or

(3) Amend the Corporation's Articles of Incorporation or Bylaws in a manner that adversely affects the holders of the Series A Preferred Stock.

(iii) The Corporation shall not without first obtaining the approval of the Requisite Series A1 Consent:

(1) Alter or change adversely the rights, preferences or privileges of the shares of Series A1 Preferred Stock;

(2) Increase or decrease the authorized number of shares of Series A1 Preferred Stock; or

(3) Amend the Corporation's Articles of Incorporation or Bylaws in a manner that adversely affects the holders of the Series A1 Preferred Stock.

6. **Status of Converted Stock.** In the event any shares of Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. The Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

7. **Repurchase of Shares.** In connection with repurchases by the Corporation of its Common Stock pursuant to its agreements with certain of the holders thereof,

Section 500 of the California General Corporation Law shall not apply in whole or in part with respect to such repurchases.

(C) Common Stock.

1. Dividend Rights. If, after dividends in the full preferential amounts specified in Section I(a) for the Preferred Stock have been paid or declared and set apart in any calendar year of the Corporation, the Board of Directors shall declare additional dividends on shares of Common Stock (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 the Corporation) out of funds legally available therefor in that calendar year, then such additional dividends shall be declared on shares of Common Stock and Preferred Stock on a *pro rata, pari passu* basis according to the number of shares of Common Stock (on an as-converted basis) held by each.

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

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV

(A) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(B) The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) to the fullest extent permissible under California law.

(C) Any amendment or repeal or modification of the foregoing provisions of this Article IV by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification."

* * *

3. The foregoing amendment has been approved by the Board of Directors of this Corporation.

4. The foregoing amendment has been duly approved by the required vote of shareholders in accordance with Section 903 of the California Corporations Code. The total number of outstanding shares of the corporation is 15,801,249 shares of Common Stock, 4,467,844 shares of Series A Preferred Stock, and 5,658,031 shares of Series A1 Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required.

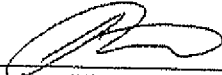
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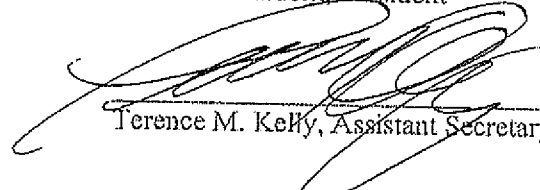
The percentage vote required was more than 50% of the outstanding shares of Common Stock, more than 50% of the outstanding shares of Series A Preferred Stock, more than 50% of the outstanding shares of Series A1 Preferred Stock and more than 50% of all outstanding voting shares.

[Remainder of page intentionally left blank]

Each of the undersigned certify under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Executed at Palo Alto, California, on May 14, 2015.


Jonathan Waldern, President


Terence M. Kelly, Assistant Secretary

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[Faint, illegible text]



I hereby certify that the foregoing transcript of 15 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 15 2015

Date: _____

Handwritten signature of Alex Padilla in cursive.

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 006128 FRAME: 0874

RECORDED: 08/14/2017