

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM527699

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|-----------------------------------|--------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| lontera, Inc. | | 05/21/2019 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Rare Beauty Brands, Inc. | | |
| Street Address: | 83 Morse Street, Unit 8A | | |
| City: | Norwood | | |
| State/Country: | MASSACHUSETTS | | |
| Postal Code: | 02062 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 26 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 88280252 | ALOE, I LOVE YOU | |
| Serial Number: | 88322399 | START HAPPY | |
| Serial Number: | 88280273 | WASH YOUR FACE | |
| Serial Number: | 88280246 | GROUND CONTROL | |
| Serial Number: | 88408899 | DOT DOT DASH | |
| Serial Number: | 88280270 | SILKY SMOOTH | |
| Serial Number: | 88280256 | ONE FOR ALL | |
| Serial Number: | 87803850 | MOODMASK | |
| Serial Number: | 87803847 | CLEAN AF | |
| Serial Number: | 87529594 | RE: FRESH | |
| Serial Number: | 87529592 | NOT A SPOT | |
| Serial Number: | 87223253 | SUPERFACIAL | |
| Serial Number: | 87223244 | SUPER SOAK | |
| Serial Number: | 87223240 | RICE & CLEAN | |
| Serial Number: | 87223234 | BE WELL | |
| Serial Number: | 87223231 | GET IT ON | |
| Serial Number: | 87063735 | PLANT APOTHECARY | |
| Serial Number: | 87059917 | PLANT | |
| Serial Number: | 87803843 | FLEXMASQUE | |

OP \$665.00 88280252

| Property Type | Number | Word Mark |
|----------------|----------|----------------------------|
| Serial Number: | 87354419 | CLOUDMASQUE |
| Serial Number: | 87354409 | FLASHSERUM |
| Serial Number: | 87219595 | BEAUTY AT THE SPEED OF YOU |
| Serial Number: | 86883486 | SMARTMUD |
| Serial Number: | 86490343 | FLASHPATCH |
| Serial Number: | 86488764 | FLASHMASQUE |
| Serial Number: | 86276750 | PATCHOLOGY |

CORRESPONDENCE DATA

Fax Number:

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: 2039757505
Email: christina.london@lockelord.com
Correspondent Name: Locke Lord LLP
Address Line 1: 201 Broad Street
Address Line 4: Stamford, CONNECTICUT 06901

| | |
|--------------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | â##1512963.00001â## |
| NAME OF SUBMITTER: | Christina London |
| SIGNATURE: | /christina london/ |
| DATE SIGNED: | 06/13/2019 |

Total Attachments: 19

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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 RESTATED CERTIFICATE OF "IONTERA, INC.", CHANGING ITS NAME FROM "IONTERA, INC." TO "RARE BEAUTY BRANDS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2019, AT 5:56 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

4255129 8100
SR# 20194295894

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

Authentication: 202874510
Date: 05-22-19

TRADEMARK
REEL: 006669 FRAME: 0530

**RESTATED CERTIFICATE
OF INCORPORATION
OF
IONTERA, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:56 PM 05/21/2019
FILED 05:56 PM 05/21/2019
SR 20194295894 - File Number 4255129

(Pursuant to Sections 228, 242 and 245 of the
General Corporation Law of the State of Delaware)

Iontera, Inc., a corporation organized as ISIS Biopolmer, Inc. and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

1. The name of the Corporation is Iontera, Inc. The date of the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware was August 28, 2007. A Restated Certificate of Incorporation that was filed with the Secretary of State of the State of Delaware on June 30, 2011, July 10, 2012, September 27, 2013, February 20, 2014 and September 8, 2014. Thereafter, the Restated Certificate of Incorporation was amended on October 27, 2014, March 2, 2015, January 13, 2016, September 14, 2016 and August 2, 2017. The Restated Certificate of Incorporation was then Amended and Restated on May 22, 2018.

2. The Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 22, 2018 is hereby amended and restated to among other things change the name of the Corporation to Rare Beauty Brands, Inc. and the authorized shares of Corporation as set forth below.

3. The Restated Certificate herein certified, which restates and integrates and further amends the provision of this Corporation's Restated Certificate has been duly adopted in accordance with Sections 242 of the General Corporation Law of the State of Delaware.

4. Pursuant to Section 228(a) of the General Corporation Law of the State of Delaware the holders of outstanding shares of the Corporation having no less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, consented to the adoption of the aforesaid amendments without a meeting, without a vote and without prior notice and that written notice of the taking of such actions is being given accordance with Section 228(e) of the General Corporation Law of the State of Delaware:

RESTATED CERTIFICATE OF INCORPORATION

OF

RARE BEAUTY BRANDS, INC.

Article First That the name of this corporation is **Rare Beauty Brands, Inc.** (the "Corporation").

Article Second The address of the registered office of the Corporation in the state of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

Article 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 General Corporation Law.

Article Fourth

Effective as of the date and time this Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, (a) each outstanding share of the Corporation's Series AA Preferred Stock (the "Series AA Preferred Stock") shall automatically be converted into three (3) shares of a newly created Series 1 Preferred Stock (the "Series 1 Preferred Stock"), (b) each outstanding share of the Corporation's Series BB Preferred Stock (the "Series BB Preferred Stock") shall automatically be converted into one (1) share of Series 1 Preferred Stock, (c) each outstanding share of the Corporation's Series CC Preferred Stock (the "Series CC Preferred Stock") shall automatically be converted into one (1) share of Series 1 Preferred Stock and (d) each outstanding share of the Corporation's Series DD Preferred Stock (the "Series DD Preferred Stock") collectively with the Series AA Preferred Stock, the Series BB Preferred Stock and the Series CC Preferred Stock, the "Prior Preferred") (the "Preferred Recapitalization").

Effective as of the date and time this Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, and after giving effect to the Preferred Recapitalization, each one thousand (1,000) shares of outstanding Common Stock (the "Old Common Stock") shall be combined into one (1) share of Common Stock as described herein (the "Common Stock Reverse Split"). No fractional shares of Common Stock shall be issued in connection with the Common Stock Reverse Split. All shares of Common Stock that are held by a stockholder shall be aggregated subsequent to the Common Stock Reverse Split. In lieu of any interest in a fractional share of Common Stock that may remain following such aggregation, the Corporation shall pay a cash amount to such stockholder equal to the fair value of such fractional share (as determined in good faith by the Board of Directors), rounded up to the nearest whole \$0.01.

Effective as of the date and time this Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, and after giving effect to the Preferred Recapitalization, each one thousand (1,000) shares of outstanding Series 1 Preferred Stock shall be combined into one (1) share of Series 1 Preferred Stock as described herein (the "Preferred Reverse Split" and together with the Common Stock Reverse Split and the Preferred Recapitalization, the "Recapitalization"). No fractional shares of Series 1 Preferred Stock shall be issued in connection with the Preferred Reverse Split. All shares of Series 1 Preferred Stock that are held by a stockholder shall be aggregated subsequent to the Preferred Reverse Split. In lieu of any interest in a

fractional share of Series 1 Preferred Stock that may remain following such aggregation, the Corporation shall pay a cash amount to such stockholder equal to the fair value of such fractional share (as determined in good faith by the Board of Directors), rounded up to the nearest whole \$0.01.

All share and per share numbers in Article IV of this Restated Certificate of Incorporation are stated after giving effect to the Recapitalization. Notwithstanding the foregoing, the par value of each share of the outstanding Common Stock and Series 1 Preferred Stock shall not be adjusted in connection with the Common Reverse Split and Preferred Reverse Split, as applicable, and after the Common Reverse Split and the Preferred Reverse Split the par value of the Common Stock shall remain at \$0.001 and the par value of the Series 1 Preferred Stock shall remain at \$0.001. Immediately after the Recapitalization, the holders of Prior Preferred shall be entitled to receive an electronic certificate or certificates on Carta.com for the number of shares of Series 1 Preferred Stock that they are entitled to receive after the Recapitalization. Immediately after the Recapitalization, the holders of Old Common Stock shall be entitled to receive an electronic certificate or certificates on Carta.com for the number of shares of Common Stock that they are entitled to receive after the Recapitalization.

The total number of shares which the Corporation shall have the authority to issue after the Recapitalization, is 200,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock") and 132,568 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

The classes of capital stock of the Corporation shall have the voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions as set forth in this Article Fourth.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings).

3. Dividends. The holders of the Common Stock shall only be entitled to dividends when, as and if an equivalent dividend is declared by the Board of Directors and paid to the holders of the Preferred Stock.

4. Liquidation. The holders of the Common Stock shall, upon liquidation, dissolution or winding up of the corporation, share ratably in the assets available for distribution to the holders of the Common Stock.

B. PREFERRED STOCK

After the Recapitalization, 103,105 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated Series 1 Preferred Stock and 29,463 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated Series 2 Preferred Stock. The Preferred Stock have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "Sections" or "Subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. Issuance and Reissuance. Any shares of Preferred Stock that may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of this Restated Certificate of Incorporation

2. Preferred Stock Dividends. 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 (in addition to the obtaining of any consents required elsewhere in this Restated Certificate of Incorporation) the holders of Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the applicable Original Issue Price (as defined below); provided that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the Corporation, the dividend payable to the holders of Preferred Stock pursuant to this Section 2 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Preferred Stock dividend. After giving effect to the Recapitalization, the conversion prices of the Preferred Stock are as follows: (i) the "Series 1 Original Issue Price" shall mean \$161.6085 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series 1 Preferred Stock and (ii) the "Series 2 Original Issue Price" shall mean \$169.7004 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series 2 Preferred Stock. The Series 1 Original Issue Price and the Series 2 Original Issue Price may sometimes be referred to as the Original Issue Price.

3. Liquidation Preference.

(a) Series 2 Liquidation Preference. In the event of any (i) liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily or (ii) a Sale of the Corporation (except in the case of a Qualified Public Offering) as to which the Majority Preferred Holders elect in writing to deem a liquidation event (each a "Liquidation Event"), each holder of Series 2 Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any distribution or payment is made to the holders of Series 1 Preferred Stock and Junior Securities, an amount per share (the "Series 2 Liquidation Amount") equal to the greater of (i) 1 times the Series 2 Original Issue Price, plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series 2 Preferred Stock been converted into Common Stock pursuant to Section 5 immediately prior to such liquidation, dissolution or winding up. If, upon a Liquidation Event, the net assets of the Corporation distributable among the holders of all outstanding Series 2 Preferred Stock shall be insufficient to permit the payment of the Series 2 Liquidation Amount in full, then the entire net assets of the Corporation remaining after the provision for the payment of the Corporation's debts and other liabilities shall be distributed among the holders of the Series 2 Preferred Stock ratably in proportion to the full preferential amounts to which they would otherwise be respectively entitled on account of their Series 2 Preferred Stock.

(b) Series 1 Liquidation Preference. In the event of any Liquidation Event, each holder of Series 1 Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, after the holders of Series 1 Preferred Stock receive their Series 1 Liquidation Amount but before any distribution or payment is made to the holders of Junior Securities, an amount per share (the "Series 1 Liquidation Amount") equal to the greater of (i) 1 times the Series 1 Original Issue Price, plus any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series 1 Preferred Stock been converted into Common Stock pursuant to Section 5 immediately prior to such liquidation, dissolution or winding up. If, upon a Liquidation Event, the net assets of the Corporation distributable among the holders of all outstanding Series 1 Preferred Stock shall be insufficient to permit the payment of the Series 1 Liquidation Amount in full, then the entire net assets of the Corporation remaining after the provision for the payment of the Corporation's debts and other liabilities shall be distributed among the holders of the Series 1 Preferred Stock ratably in proportion to the full preferential amounts to which they would otherwise be respectively entitled on account of their Series 1 Preferred Stock.

(c) Distribution of Remaining Assets. Upon any such Liquidation Event, after the holders of Preferred Stock shall have been paid in full the Liquidation Amount, if applicable, with respect to their shares of Preferred Stock, the remaining net assets of the Corporation shall be distributed to the holders of the Corporation's Common Stock, pro rata based on the number of shares held by each such holder.

(d) Notice of Liquidation Event. The Corporation shall, not later than twenty (20) days prior to the earlier of the record date for the taking of a vote of stockholders with respect to any Liquidation Event or the date set for the consummation of a Liquidation Event, provide to the holders of Preferred Stock such information

concerning the terms of the Liquidation Event and the value of the assets of the Corporation as may be reasonably requested by the holders of Preferred Stock.

(e) Amount of Deemed Paid or Distributed. If the amount deemed paid or distributed under this Section 3 is made in property other than in cash, the value of such distribution shall be the fair market value of such property, determined as follows:

(i) For securities not subject to investment letters or other similar restrictions on free marketability,

(A) if traded on a securities exchange or the NASDAQ Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the 30-period ending three days prior to the closing of such transaction;

(B) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three days prior to the closing of such transaction; or

(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 letters or other similar restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall take into account an appropriate discount (as determined in good faith by the Board of Directors of the Corporation) from the market value as determined pursuant to clause (a) above so as to reflect the approximate fair market value thereof.

4. Voting Rights of Preferred Stock.

(a) Generally. Except as otherwise required by law or as provided herein or in the Voting Agreement and subject to the rights of any Capital Securities of the Corporation that hereafter may be issued in compliance with the terms of this Restated Certificate of Incorporation, the holders of Preferred Stock shall vote together with the holders of Common Stock at any annual or special meeting of stockholders of the Corporation, or may act by written consent in the same manner as the holders of Common Stock, upon the following basis: each holder of shares of Preferred Stock shall be entitled to such number of votes for the Preferred Stock held by such holder on the record date fixed for such meeting, or on the effective date of such written consent, as shall be equal to the whole number of shares of the Corporation's Common Stock into which such holder's shares of Preferred Stock are convertible (in accordance with the terms of Section 5 hereof) (without taking into account accrued dividends convertible into Common Stock), immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

(b) Election of the Board of Directors. The holders of record of the shares of Preferred Stock, shall enter into the Voting Agreement to govern the election of the directors of the Corporation.

(c) Special Approval Rights. Provided that at least ten percent (10%) of the authorized shares of the Preferred Stock are outstanding, the affirmative vote of the Majority Preferred Holders, acting by written consent or voting separately as a class, shall be necessary to authorize the Corporation to take any of the following actions (each a "Restricted Action"):

(i) liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Liquidation Event, or consent to any of the foregoing;

(ii) amend, repeal, change or waive directly or indirectly (whether by merger, reclassification or otherwise), any of the provisions of this Restated Certificate of Incorporation or the By Laws of the Corporation or any Subsidiary of the Corporation in a manner that would adversely affect the rights and privileges of the Preferred Stock;

(iii) create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock unless the same ranks junior to the Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption, or increase the authorized number of shares of Preferred Stock or increase the authorized number of shares of any additional class or series of capital stock unless the same ranks junior to the Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption;

(iv) purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (x) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (y) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at the lower of the original purchase price or the then-current fair market value thereof;

(v) authorize or effect, or permit any Subsidiary to authorize or effect, any repurchase or redemption of Capital Securities of the Corporation (other than repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at the lower of the original purchase price or the then-current fair market value thereof), or any payment of dividends or other distributions on Capital Securities of the Corporation (other than the Preferred Stock or as provided herein); and

(vi) authorize or effect, or permit any Subsidiary to authorize or effect, a material change in the business of the Corporation or any Subsidiary.

5. Conversion Rights.

(a) Conversion Procedure.

(i) Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the applicable Original Issue Price by the applicable Conversion Price (as defined below) in effect at the time of conversion.

(ii) Each conversion of Preferred Stock shall be deemed to have been effected as of the close of business on the effective date (the "Conversion Date") of such conversion specified in a written notice (the "Conversion Notice") given to the Corporation by the holder of Preferred Stock who has elected to convert all or a portion of such Preferred Stock in accordance with the terms of this Section 5 (the "Converting Holder"); provided, however, that the Conversion Date shall not be a date earlier than the date such notice is so given, and if such notice does not specify a Conversion Date, the Conversion Date shall be deemed to be the date such notice is given to the Corporation. On the Conversion Date, the rights of the holder of such Preferred Stock shall cease with respect to the converted shares and the Person or Persons in whose name or names any certificate or certificates for shares of Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby. On the Conversion Date, the Corporation shall pay in cash any declared and unpaid dividends relating to the Preferred Stock to the Converting Holder.

(iii) As soon as practicable after the Conversion Date (but in any event within ten (10) business days after the Converting Holder has delivered to the Corporation the certificates or affidavits of loss, if applicable, evidencing the shares of Preferred Stock converted into shares of Common Stock in accordance with the terms hereof), the Corporation shall deliver to the Converting Holder:

(A) a certificate or certificates representing, in the aggregate, the number of shares of Common Stock issued upon such conversion in the same name or names as the certificates representing the converted shares and in such denomination or denominations as the Converting Holder shall specify and a check for cash with respect to any fractional interest in a share of Common Stock as provided in clause (viii) of this Section 5(a); and

(B) a certificate representing any shares of Preferred Stock that were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but that were not converted.

(iv) The Corporation shall not be obligated to issue any certificate representing Common Stock to a Converting Holder pursuant to this Section 5 unless a certificate or certificates evidencing the Preferred Stock being converted are either delivered to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate in writing to such Converting Holder), or the Converting Holder notifies the Corporation that such certificate or certificates have been lost, stolen or destroyed, and such Converting Holder executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

(v) The issuance of certificates for shares of Common Stock upon the conversion of Preferred Stock shall be made without charge to the Converting Holders for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the corresponding issuance of shares of Common Stock. Upon the conversion of any shares of Preferred Stock in accordance with the terms hereof, the Corporation shall take all such actions as are necessary in order to insure that the Common Stock so issued upon such conversion shall be validly issued, fully paid and nonassessable.

(vi) The Corporation shall not close its books against the transfer of Preferred Stock or of Common Stock issued or issuable upon conversion of Preferred Stock in any manner that interferes with the timely conversion of the Preferred Stock. The Corporation shall assist and cooperate with any holder of Preferred Stock required to make any governmental filings or obtain any governmental approval prior to or in connection with any conversion of shares of Preferred Stock hereunder (including, without limitation, making any filings required to be made by the Corporation).

(vii) 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 issuance upon the conversion of the Preferred Stock, such number of shares of Common Stock as are issuable upon the conversion of all outstanding Preferred Stock. All shares of Common Stock that are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be promptly delivered by the Corporation upon each such issuance).

(viii) No fractional shares of Common Stock or script shall be issued upon conversion of shares of the Preferred Stock in accordance with the terms hereof. The number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Preferred Stock so surrendered. Instead of any fractional shares of Common Stock that would otherwise be issuable upon conversion of any shares of Preferred Stock, the Corporation shall, pursuant to Section 5(a)(iii)(A), pay a cash adjustment to the Converting Holder in respect of such fractional interest equal to the fair market value of such fractional interest as determined by the Corporation's Board of Directors.

(ix) Conversion Price. The conversion price of each share of Series 1 Preferred Stock shall initially be the Series 1 Original Issue Price, which conversion price may be adjusted from time to time hereafter in accordance with the terms hereof (as so adjusted, the "Series 1 Conversion Price") and the conversion price of each share of Series 2 Preferred Stock shall initially be the Series 2 Original Issue Price, which conversion price may be adjusted from time to time hereafter in accordance with the terms hereof (as so adjusted, the "Series 2 Conversion Price" together with the Series 1 Conversion Price, the "Conversion Price"). If and whenever after the original date of issuance of the Series 2 Preferred Stock, the Corporation issues or sells, or in accordance with Section 5(b) is deemed to have issued or sold, any shares of its Common Stock or Convertible Securities (other than Excluded Securities), without consideration or for a consideration per share less than the Conversion Price in effect for a series of Preferred Stock immediately prior to the time of such issuance or sale, then concurrently with such issuance or sale, the Conversion Price of such series of Preferred Stock shall be reduced to a price (calculated to the nearest cent) determined by multiplying the applicable Conversion Price by a fraction, (A) the numerator of which shall be the sum of (1) the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale, plus (2) the quotient of (x) the aggregate consideration, if any, received or receivable by the Corporation on account of such issue or sale divided by (y) the Conversion Price in effect immediately prior to such issue or sale; and (B) the denominator of which shall be the sum of (1) number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale plus (2) the number of shares of Common Stock so issued or sold or, in accordance with Section 5(b)(i), deemed to have been issued or sold.

(b) Effect on Conversion Price of Certain Events. For purposes of determining any adjusted Conversion Price pursuant to Section 5(a)(ix) hereof, the following shall be applicable:

(i) Issuance of Convertible Securities. Except with regard to the issuance of Excluded Securities, if the Corporation in any manner grants, issues or sells any Convertible Securities after the date hereof, whether or not the rights to exercise, exchange or convert any such Convertible Securities are immediately exercisable, and the price per share for which Common Stock is issuable upon such exercise, conversion or exchange is less than the Conversion Price in effect immediately prior to the time of such issuance or sale, as applicable, then the maximum number of shares of Common Stock issuable upon exercise, conversion or exchange of such Convertible Securities shall be deemed to be outstanding and to have been issued and sold by the Corporation at the time of the grant, issuance or sale of such Convertible Securities for such price per share. For the purposes of this paragraph, the "price per share for which Common Stock is issuable" shall be determined by dividing (A) the total amount received or receivable by the Corporation as consideration for the issuance or sale of such Convertible Securities, plus the cumulative minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the exercise, conversion or exchange thereof and, if applicable, the exercise, conversion and exchange of any other Convertible Securities that such Convertible Securities may be converted into or exchanged for, by (B) the total maximum number of shares of Common Stock issuable upon the exercise, conversion or exchange of all such Convertible Securities. No further

adjustment of the Conversion Price shall be made when Common Stock and, if applicable, any other Convertible Securities, are actually issued upon the exercise, conversion or exchange of such Convertible Securities.

(ii) *Multiple Closing Dates.* In the event the Corporation shall issue on more than one date Convertible Securities that are comprised of shares of the same series or class, and such issuance dates occur within a period of no more than 120 days, then, upon the final such issuance, the Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the final such issuance (and without giving effect to any adjustments as a result of such prior issuances within such period).

(iii) *Change in Exercise Price or Conversion Rate.* If the additional consideration payable to the Corporation upon the exercise, conversion or exchange of any Convertible Securities, or the rate at which any Convertible Securities are convertible into or exercisable or exchangeable for Common Stock changes at any time, then the Conversion Price in effect at the time of such change shall be readjusted to the Conversion Price that would have been in effect at such time had such Convertible Securities that are still outstanding provided for such changed additional consideration or changed conversion rate, as the case may be, at the time such Convertible Securities were initially granted, issued or sold.

(iv) *Canceled or Expired Convertible Securities.* Any adjustment to the Conversion Price pursuant to this Section 5(b) which relates to Convertible Securities shall be disregarded if, as, and when any such Convertible Securities expire or are canceled without being exercised, so that the Conversion Price effective immediately upon such cancellation or expiration shall be equal to the Conversion Price that would have been in effect at the time of the issuance of the expired or canceled Convertible Securities had the expired or canceled Convertible Securities not been issued.

(v) *Exceptions for Excluded Securities.* Notwithstanding the foregoing, no adjustments shall be made pursuant to this Section 5(b) with respect to the issuance of any of the following (collectively, the “Excluded Securities”):

(A) Common Stock offered to the public pursuant to a Qualified Public Offering;

(B) 23,395 shares of Common Stock or options to purchase Common Stock (as the same may be adjusted in connection with any stock split, stock dividends, combination or recapitalization) issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to the Corporation’s 2019 Employee, Director and Consultant Equity Incentive Plan (the “Plan”), whether issued before or after the date hereof, as such number of shares may be increased, from time to time, in accordance with a requisite approval by the Board of Directors and holders of Common Stock and Preferred Stock, provided however that any options for such shares that expire or terminate unexercised or any restricted stock repurchased by the Corporation at cost

shall not be counted toward such maximum number unless and until such shares are regranted as new stock grants (or as new options) pursuant to the terms of the Plan;

(C) shares of Common Stock issuable upon the conversion of the Preferred Stock;

(D) shares of Capital Securities issued in connection with a bona fide business acquisition by the Corporation, whether by merger, consolidation, purchase of assets, exchange of stock, or otherwise;

(E) shares of Capital Securities issued in connection with any present or future borrowing, line of credit, leasing, or similar financing arrangement approved by the Board of Directors of the Corporation;

(F) any shares of Capital Securities issued to the Corporation's shareholders in connection with any stock split, stock dividend or recapitalization; and

(G) shares of Capital Securities issued in connection with that certain Series 2 Preferred Stock Purchase Agreement dated on or about the date of this Restated Certificate of Incorporation by and among the Corporation and certain investors more particularly identified therein, as amended from time to time (the "Purchase Agreement").

(vi) *Adjustments for Subdivisions, Combinations or Consolidation of Common Stock.* In the event the outstanding shares of Common Stock shall be subdivided by stock split, stock dividends or otherwise, into a greater number of shares of Common Stock (the foregoing to include any issuance of a dividend on shares of Common Stock that is payable in shares of Common Stock), the Conversion Price shall, concurrently with the effectiveness of such subdivision, be proportionately decreased so that the number of shares of Common Stock issuable on conversion of any shares of Preferred Stock shall be increased in proportion to such increase in outstanding shares. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reverse stock split, reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased so that the number of shares of Common Stock issuable on conversion of any shares of Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(vii) *Adjustments for Reclassification, Exchange and Substitution.* If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock or into any other securities or property, whether by capital reorganization, reclassification, merger, combination of shares, recapitalization, consolidation, business combination or other similar transaction (other than a subdivision or combination of shares provided for above), each share of Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the

number of shares of Common Stock of the Corporation deliverable upon conversion of such share of Preferred Stock shall have been entitled upon such capital reorganization, reclassification, merger, combination of shares, recapitalization, consolidation, business combination or other similar transaction if immediately prior to such capital reorganization, reclassification, merger, combination of shares, recapitalization, consolidation, business combination or other similar transaction such holder had converted such holder's Preferred Stock into Common Stock. The provisions of this Section 5(b) shall similarly apply to successive capital reorganizations, reclassifications, mergers, combinations of shares, recapitalizations, consolidations, business combinations or other transactions.

(viii). *Notices.*

(A) Promptly upon any adjustment of the Conversion Price, the Corporation shall give written notice thereof to all holders of Preferred Stock, setting forth in reasonable detail and certifying the calculation of such adjustment.

(B) The Corporation shall give written notice to all holders of Preferred Stock at least twenty (20) days prior to the date on which the Corporation closes its books or takes a record (1) with respect to any dividend or distribution upon Common Stock, (2) with respect to any pro rata subscription offer to holders of Common Stock or (3) for determining rights to vote with respect to any dissolution or liquidation.

(c) Mandatory Conversion. Each share of Preferred Stock shall automatically be converted into fully paid and nonassessable shares of Common Stock of the Corporation on the basis set forth in Section 5(a) above immediately upon the earlier of (i) the closing of a Qualified Public Offering, or (ii) the written election of the Majority Preferred Holders. Holders of shares of Preferred Stock so converted may deliver to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to such holders) during its usual business hours, the certificate or certificates for the shares so converted. As promptly as practicable thereafter, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of whole shares of Common Stock to which such holder is entitled, together with any payment in lieu of fractional shares to which such holder may be entitled pursuant to this Section 5. Until such time as a holder of shares of Preferred Stock shall surrender its certificate or certificates therefor as provided above, such certificates shall be deemed to represent the shares of Common Stock to which such holder shall be entitled upon the surrender thereof. Notwithstanding any other provision hereof, if a conversion of Preferred Stock is to be made in connection with a Qualified Public Offering, such conversion may, at the election of any holder tendering Preferred Stock for conversion, be conditioned upon the consummation of the Qualified Public Offering, in which case such conversion shall not be deemed to be effective until the consummation of such Qualified Public Offering.

6. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Preferred Stock shall not have any preferences or relative, participating,

optional or other special rights, other than those specifically set forth in this Third Restated Certificate of Incorporation.

7. Rank. The Preferred Stock shall rank senior in right as to dividends, redemption and upon liquidation, dissolution or winding up to all Junior Securities, whenever issued.

8. Identical Rights. Each share of Preferred Stock shall have the same relative rights and preferences as, and shall be identical in all respects with, all other shares of Preferred Stock except as specifically set forth herein.

9. Amendments and Waivers. Any provision of these terms of the Preferred Stock may be amended, modified or waived if and only if the Majority Preferred Holders have consented in writing or by an affirmative vote to such amendment, modification or waiver of any such provision of these Articles of Incorporation.

10. Definitions.

“Capital Securities” means (a) as to any Person that is a corporation (i) the authorized shares of such Person’s capital stock, including all classes of common, preferred, voting and nonvoting capital stock of such Person, (ii) any rights, options or warrants to purchase any capital stock (including all classes of common, preferred, voting and nonvoting capital stock of such Person) of such Person, and (iii) securities of any type whatsoever that are, or may become, convertible into or exercisable or exchangeable for, or that carry or may carry rights to subscribe for, any capital stock (including all classes of common, preferred, voting and nonvoting capital stock of such Person) of such Person; and (b) as to any Person that is not a corporation or an individual (i) the ownership interests in such Person (however evidenced), including, without limitation, the right to share in profits and losses, the right to receive distributions of cash and property, and the right to receive allocations of items of income, gain, loss, deduction and credit and similar items from such Person, whether or not such interests include voting or similar rights entitling the holder thereof to exercise control over such Person, and (ii) any rights, options, warrants or securities of any type whatsoever that are, or may become, convertible into or exercisable or exchangeable for, or that carry or may carry rights to subscribe for, any such ownership interests in such Person.

“Common Stock Deemed Outstanding” means, at any time of measurement thereof, the number of shares of Common Stock actually outstanding at such time, plus the number of shares of Common Stock issuable upon conversion of the Preferred Stock (as equitably adjusted to reflect any stock split, stock dividend, combination, reorganization, recapitalization, reclassification or other similar event involving Common Stock after the Effective Time), plus (without duplication) the number of shares of Common Stock issuable upon the exercise in full of all outstanding Convertible Securities whether or not such Convertible Securities are convertible into or exchangeable or exercisable for Common Stock at such time.

“Conversion Date” shall have the meaning set forth in Section 5(a)(ii) hereof.

“Conversion Notice” shall have the meaning set forth in Section 5(a)(ii) hereof.

“Conversion Price” shall have the meaning set forth in Section 5(a)(ix) hereof.

“Converting Holder” shall have the meaning set forth in Section 5(a)(ii) hereof.

“Convertible Securities” means Capital Securities or obligations that are exercisable for, convertible into or exchangeable for shares of Common Stock or other Capital Securities. The term includes options, warrants or other rights to subscribe for or purchase Common Stock or to subscribe for or purchase other securities that are convertible into or exchanged for Common Stock.

“Corporation” shall have the meaning set forth in the Introduction hereof.

“Effective Time” means the time this Restated Certificate of Incorporation is filed with the Office of the Secretary of Delaware.

“Excluded Securities” shall have the meaning set forth in Section 5(b)(v) hereof.

“Junior Securities” means the Corporation’s Common Stock and all other Capital Securities of the Corporation other than (a) the Preferred Stock and (b) other Capital Securities, whether common, preferred, voting or nonvoting, which by their terms, state that they are not Junior Securities or provide the holders thereof with rights pari passu with or senior to those of the holders of Preferred Stock and are approved by the Majority Preferred Holders and the Board of Directors of the Corporation.

“Liquidation Amount” shall have the meaning set forth in Section 3(a) hereof.

“Liquidation Event” shall have the meaning set forth in Section 3(a) hereof.

“Majority Preferred Holders” means the holders of at least a majority of the outstanding shares of Preferred Stock, on an as-converted basis.

“Person” means an individual, partnership, corporation, limited liability company, association, trust, joint venture, unincorporated organization and any government, governmental department or agency or political subdivision thereof.

“Preferred Stock” means the Series 1 Preferred Stock and Series 2 Preferred Stock.

“Qualified Public Offering” means an underwritten initial public offering pursuant to an effective registration statement filed pursuant to the Securities Act of 1933 of shares of the Common Stock (a) in which the proceeds to the Corporation, net of underwriting discounts and commissions and offering expenses, are not less than

\$25,000,000; or (b) approved in writing as a “Qualified Public Offering” by the Majority Preferred Holders and the Board of Directors of the Corporation.

“Restricted Action” has the meaning set forth in Section 4(c) hereof.

“Sale of the Corporation” means a single transaction or group of related transactions between the Corporation and/or its shareholders and any Person or group of Persons pursuant to which such Person or Persons will (a) acquire Capital Securities of the Corporation possessing voting power to elect a majority of the Corporation’s board of directors or more than 50% of the voting power of the Corporation or its parent by merger, consolidation; or (b) acquire all or substantially all of the Corporation’s assets (determined on a consolidated basis) including shares of any Subsidiary.

“Series 1 Original Issue Price” has the meaning set forth in Section 2 hereof.

“Series 2 Original Issue Price” has the meaning set forth in Section 2 hereof.

“Subsidiary” means, with respect to any Person, any corporation, partnership, association or other business entity of which (i) if a corporation, a majority of the total voting power of shares of stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof is at the time owned or controlled, directly or indirectly, by that Person or one or more of the other Subsidiaries of that Person or a combination thereof, or (ii) if a partnership, association or other business entity, a majority of the partnership or other similar ownership interest thereof is at the time owned or controlled, directly or indirectly, by any Person or one or more Subsidiaries of that Person or a combination thereof. For purposes hereof, a Person or Persons shall be deemed to have a majority ownership interest in a partnership, association or other business entity if such Person or Persons shall be allocated a majority of partnership, association or other business entity gains or losses or shall be or control the managing general partner or board managers of such partnership, association or other business entity.

“Voting Agreement” means that certain Sixth Amended and Restated Voting Agreement, dated on or about the date hereof, among the Corporation’s shareholders and the Corporation, as it may be amended, restated, supplemented or modified from time to time.

11. Severability of Provisions. If any right, preference or limitation of the Preferred Stock set forth in this Restated Certificate of Incorporation (as it may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights preferences and limitations set forth in this Restated Certificate of Incorporation (as so amended) which can be given effect without implicating the invalid, unlawful or unenforceable right preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

Article Fifth: Subject to any additional vote required by this Restated Certificate of Incorporation or the Corporation's Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

Article Sixth: Subject to any additional vote required by this Restated Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

Article Seventh: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Article Eighth: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Article Ninth: 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 General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth 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 General Corporation Law as so amended.

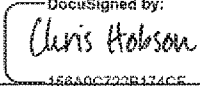
Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to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

Article Tenth: 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 General Corporation Law permits the Corporation 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 Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth 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.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this 21st day of May, 2019.

IONTERA, INC.

By:  DocuSigned by:
158A0C722B174CF
Christopher Hobson
President & CEO