

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM530961

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kasa Living, LLC		12/21/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Kasa Living, Inc.		
Street Address:	358 Brannan Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	88499848	KASA LIVING	
Serial Number:	88214065	YOUR HOME ON THE ROAD	
Registration Number:	5495722	KASA	
CORRESPONDENCE DATA			
Fax Number:	2145947795		
<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:	6178754625		
Email:	rachel.saldana@saldana-ip.com		
Correspondent Name:	Rachel Saldaña		
Address Line 1:	2601 N. Quinlan Park Rd.		
Address Line 2:	Suite 508		
Address Line 4:	Austin, TEXAS 78732		
NAME OF SUBMITTER:	Rachel Saldana		
SIGNATURE:	/Rachel Saldana/		
DATE SIGNED:	07/09/2019		
Total Attachments: 25			
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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "KASA LIVING LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "KASA LIVING LLC" TO "KASA LIVING, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 6:13 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5903133 8100V
SR# 20188328908

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

Authentication: 204164681
Date: 12-21-18

TRADEMARK
REEL: 006688 FRAME: 0859

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:13 PM 12/21/2018
FILED 06:13 PM 12/21/2018
SR 20188328908 - File Number 5903133

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

- 1) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3) The date the Limited Liability Company first formed is December 9, 2015.
- 4) The name of the Limited Liability Company immediately prior to filing this Certificate is Kasa Living LLC.
- 5) The name of the Corporation as set forth in the Certificate of Incorporation is Kasa Living, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 21st day of December 2018.

DocuSigned by:
Roman Pedan
By: _____
Name: Roman Pedan
Title: Member

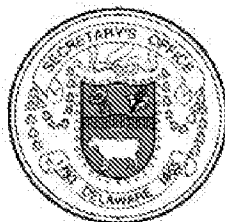
Delaware


The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "KASA LIVING, INC." FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 6:13 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5903133 8100V
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Authentication: 204164681
Date: 12-21-18

TRADEMARK
REEL: 006688 FRAME: 0861

CERTIFICATE OF INCORPORATION

OF

KASA LIVING, INC.

ARTICLE I

The name of this corporation is KASA LIVING, INC. (the "Corporation").

ARTICLE II

The address of the registered office of this Corporation in the State of Delaware is 3500 South DuPont Highway, in the City of Dover, County of Kent, Delaware 19901, and its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE IV

A. Classes of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that this Corporation is authorized to issue is twenty million five hundred eighty-two thousand six hundred four (20,582,604) shares. Sixteen million (16,000,000) shares shall be Common Stock, each with a par value of \$0.00001 per share and four million five hundred eighty-two thousand six hundred four (4,582,604) shares shall be Preferred Stock, of which one million four hundred twenty-seven thousand six hundred nineteen (1,427,619) shares shall be FF Preferred Stock, each with a par value of \$0.00001 per share (the "Series FF Preferred Stock") and three million one hundred fifty-four thousand nine hundred eighty-five (3,154,985) shares shall be Series Seed Preferred Stock, each with a par value of \$0.00001 per share (the "Series Seed Preferred Stock").

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Section IV(B).

1. Dividend Provisions.

The holders of shares of Series Seed Preferred Stock, Series FF Preferred Stock and Common Stock shall be entitled to receive dividends, on a pari passu basis, out of any assets legally available therefor, payable when, as, and if declared by the Board of Directors.

Such dividends shall not be cumulative. Any accumulation of dividends on the Series Seed Preferred Stock, Series FF Preferred Stock or Common Stock shall not bear interest. Any partial payment shall be made ratably among the holders of Series Seed Preferred Stock, Series FF Preferred Stock and Common Stock in proportion to the payment each such holder would receive if the full amount of such dividends were paid.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Series Seed Preferred Stock shall be entitled to receive, out of the proceeds or assets of this Corporation available for distribution to its stockholders (the "Proceeds") prior and in preference to any distribution of any of the Proceeds to the holders of Series FF Preferred Stock or Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the sum of (A) \$2.0101 (the "Original Series Seed Issue Price") and (B) an amount equal to all declared but unpaid dividends on such share (subject to adjustment for any stock splits, stock dividends, combinations, recapitalizations or the like (collectively, "Recapitalizations")) and (ii) such amount per share as would have been payable had all shares of Series Seed Preferred Stock been converted into Common Stock pursuant to Section IV(B)(4) immediately prior to such Liquidation Event. If upon the occurrence of such event, the Proceeds thus distributed among the holders of the Series Seed Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution to stockholders shall be distributed ratably among the holders of the Series Seed Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive under this Section IV(B)(2)(a).

(b) Upon completion of the distributions required by Sections IV(B)(2)(a), all of the remaining Proceeds available for distribution to stockholders shall be distributed among the holders of Series FF Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock held by each (assuming full conversion of all such Series FF Preferred Stock into Common Stock).

(c) (i) For purposes of this Section IV(B)(2), a "Liquidation Event" shall be deemed to be occasioned by, or to include (unless the holders of at least a majority of the voting power of the Series Seed Preferred Stock then outstanding, voting together as a single class, with voting rights determined in accordance with Section IV(B)(5), shall determine otherwise), (A) the consummation of the merger or consolidation of this Corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of this Corporation immediately prior to such merger or consolidation continue to hold at least fifty percent (50%) of the voting power of the capital stock of this Corporation or the surviving or acquiring entity immediately following such merger or consolidation in substantially the same proportions, and with substantially the same terms, as held immediately prior to such merger or consolidation); (B) a sale, lease, transfer, exclusive license or other disposition of all or substantially all of the assets of this Corporation; (C) 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 this Corporation's securities), of this Corporation's securities if, after such closing, such person or group of affiliated persons

would hold fifty percent (50%) or more of the then outstanding voting stock of this Corporation (or the surviving or acquiring entity); or (D) a liquidation, dissolution or winding up of this Corporation; provided, however, that the initial issuance and sale of the Series Seed Preferred Stock shall not be deemed to be a Liquidation Event;

(ii) In any of such events, if the consideration received by this Corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors of this Corporation, including the Series Seed Director. Any securities shall be valued as follows:

(A) The value of securities not subject to investment letter 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 be:

(1) 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) day period (or portion thereof) ending three (3) days prior to the closing;

(2) 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) day period (or portion thereof) ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined by the Board of Directors of this Corporation, including the Series Seed Director.

(B) 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 value determined as above in Section IV(B)(2)(c)(i)(A) to reflect the approximate fair market value thereof, as determined by the Board of Directors of this Corporation, including the Series Seed Director.

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

(A) cause such closing to be postponed until such time as the requirements of this Section IV(B)(2)(c) have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series Seed 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 IV(B)(2)(c)(iv) hereof.

(iv) This Corporation shall give each holder of record of Series Seed Preferred Stock written notice of such impending transaction not later than twenty

(20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section IV(B)(2), and this Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after this Corporation has given the first notice provided for herein or sooner than ten (10) days after this Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened or waived upon the written consent of the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Preferred Stock.

(v) Allocation of Contingent Consideration. In the event of any liquidation, dissolution or winding up of this Corporation pursuant to Section IV(B)(2), if any portion of the consideration payable to the stockholders of this Corporation is placed into escrow and/or is payable to the stockholders of this Corporation subject to contingencies, the definitive agreement with respect to such transaction shall provide that (a) the portion of such consideration that is not placed in escrow and not subject to any contingencies (the "Initial Consideration") shall be allocated among the holders of capital stock of this Corporation in accordance with Section IV(B)(2) as if the Initial Consideration were the only consideration payable in connection with such deemed Liquidation Event and (b) any additional consideration that becomes payable to the stockholders of this Corporation upon release from escrow or satisfaction of contingencies shall be allocated among the holders of capital stock of this corporation in accordance with Section IV(B)(2) after taking into account the previous payment of the Initial Consideration as part of the same transaction.

3. Redemption.

Neither the Corporation nor the holders of Series Seed Preferred Stock shall have the unilateral right to call or redeem or cause to have called or redeemed any shares of the Series Seed Preferred Stock.

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

(a) Right to Convert. Each share of Series Seed 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 this 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 Original Issue Price for such series of Preferred Stock by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion (the conversion rate for a series of Preferred Stock into Common Stock is sometimes referred to herein as the "Conversion Rate" for such series). The initial Conversion Price per share for shares of Series Seed Preferred Stock shall be the Original Series Seed Issue Price; provided, however, that the Conversion Price for the Series Seed Preferred Stock shall be subject to adjustment as set forth in Section IV(B)(4)(d).

(b) Automatic Conversion. Each share of Series Seed 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 (i) this 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 "Act"), resulting in gross proceeds to this Corporation of not less than \$50,000,000 in the aggregate (a "Qualified Public Offering") or (ii) the date and time or the occurrence of an event specified by vote or written consent of the holders of at least a majority of the then outstanding shares of Series Seed Preferred Stock voting together as a single class with voting power determined as provided in Section IV(B)(5) below (each, an "Automatic Conversion Event").

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, he, she or it shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to this Corporation to indemnify this Corporation against any claim that may be made against this Corporation on account of the alleged loss, theft or destruction of such certificate), and shall give written notice to this 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; *provided, however,* that on the date of an Automatic Conversion Event, (i) the outstanding shares of Series Seed Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to this Corporation or its transfer agent and (ii) each holder of record of shares of Series Seed Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock may not have been surrendered at the office of this Corporation or that notice from this Corporation may not have been received by any holder of record of shares of Series Seed Preferred Stock. 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 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.

(d) Conversion Price Adjustments of Preferred Stock. The Conversion Price of the Series Seed Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this Corporation shall issue, on or after the date upon which this Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "Filing Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for a particular series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series of Preferred Stock in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this Section IV(B)(4)(d)(i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this Corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section IV(B)(4)(d)(i)(A), the term "Common Stock Outstanding" shall mean and include the following: (1) outstanding Common Stock, (2) Common Stock issuable upon conversion of outstanding Preferred Stock, (3) Common Stock issuable upon exercise of outstanding stock options and (4) Common Stock issuable upon exercise (and, in the case of warrants to purchase shares of Preferred Stock, conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable.

(B) 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 that 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 (3) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three (3) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in Sections IV(B)(4)(d)(i)(E)(3) and IV(B)(4)(d)(i)(E)(4), no adjustment of such Conversion Price pursuant to this Section IV(B)(4)(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Additional 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 this Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of Additional 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) In the case of the issuance 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 purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(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 Sections IV(B)(4)(d)(i)(C) and IV(B)(4)(d)(i)(D)), if any, received by this 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 this 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 this 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 Sections IV(B)(4)(d)(i)(C) and IV(B)(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 this Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Price of each applicable 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 each applicable 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 that 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 Additional Stock deemed issued and the consideration deemed paid therefor pursuant to Sections IV(B)(4)(d)(i)(E)(1) and IV(B)(4)(d)(i)(E)(2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Section IV(B)(4)(d)(i)(E)(3) or IV(B)(4)(d)(i)(E)(4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section IV(B)(4)(d)(i)(E)) by this Corporation on or after the Filing Date other than the following issuances (collectively, the "Excluded Issuances"):

(A) shares of Common Stock issued pursuant to a transaction described in Section IV(B)(4)(d)(iii) hereof;

(B) shares of Common Stock issued or deemed issued to employees, consultants, directors and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by the Board of Directors of this Corporation;

(C) shares of Common Stock issued pursuant to a Qualified Public Offering;

(D) shares of Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding as of the Filing Date;

(E) shares of Common Stock issued in connection with a bona fide business acquisition by this Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, provided such issuances are approved by the Board of Directors of this Corporation, including the approval of the Series Seed Director;

(F) shares of Common Stock issued or deemed issued as a result of the issuance of securities of the Corporation to persons or entities with which the Company has business relationships, provided such issuances are for other than primarily equity financing purposes and have been approved by the Board of Directors of this Corporation, including the approval of the Series Seed Director; or

(G) shares of Common Stock issued or deemed issued as a result of the issuance securities of the Corporation pursuant to equipment lease financings or bank credit arrangements provided such issuances are for other than primarily equity financing purposes and have been approved by the Board of Directors of this Corporation.

(iii) In the event this Corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or Series FF Preferred 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 Prices 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 in the aggregate number of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Prices for 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 this Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section IV(B)(4)(d)(iii), then, in each such case for the purpose of this Section IV(B)(4)(e), the holders of each series 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 this Corporation into which their shares of such series of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this 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 Section IV(B)(2) or this Section IV(B)(4)) provision shall be made so that the holders of each series of the Preferred Stock shall thereafter be entitled to receive upon conversion of such series of Preferred Stock the number of shares of stock or other securities or property of this Corporation or otherwise, to which a holder of the number of shares of Common Stock deliverable upon conversion of the Preferred Stock held by such holder 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 IV(B)(4) with respect to the rights of the holders of each series of Preferred Stock after the recapitalization to the end that the provisions of this Section IV(B)(4) (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of each such series of Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(g) No Impairment. This Corporation will not, by amendment of this Certificate 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 this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section IV(B)(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 Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share and this Corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractional shares is determined. The number of shares of Common Stock to be issued 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.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of any series of Preferred Stock pursuant to this Section IV(B)(4), this 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 series of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This 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 such series of Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of such series of Preferred Stock.

(i) Notices of Record Date. In the event of any taking by this 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, this 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 or distribution, and the amount and character of such dividend or distribution; *provided, however,* that such periods may be shortened or waived upon the written consent of the holders of Series Seed Preferred Stock that represent at least a majority of the voting power of all then outstanding shares of Series Seed Preferred Stock.

(j) Reservation of Stock Issuable Upon Conversion. This 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 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 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 Preferred Stock, in addition to such other remedies as shall be

available to the holder of such Preferred Stock, this 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 stockholder approval of any necessary amendment to this Certificate of Incorporation.

(k) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of the Series Seed Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of at least a majority of the then outstanding shares of Series Seed Preferred Stock. Any such waiver shall bind all future holders of shares of Series Seed Preferred Stock.

(l) Notices. Any notice required by the provisions of this Section IV(B) to be given to the holders of shares of Preferred Stock shall be deemed given (i) five (5) days following its deposit in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this Corporation, or (ii) upon such notice being provided by electronic transmission in a manner permitted by the General Corporation Law.

5. Voting Rights.

(a) General. The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such share of 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 stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any matter 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) Election of Directors.

(i) So long as at least 788,749 shares of Series Seed Preferred Stock (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like) remain outstanding, the holders of shares of Series Seed Preferred Stock shall be entitled, voting separately as a single class, to elect one (1) director of the Corporation (the "Series Seed Director") at or pursuant to each meeting or consent of the Corporation's stockholders for the election of directors, and to remove from office such director and to fill any vacancy caused by the resignation, death or removal of such director, provided, however, that if less than 788,749 shares of Series Seed Preferred Stock remain outstanding, then the holders of shares of Series Seed Preferred Stock and Common Stock voting together as a single class on an as-converted basis shall be entitled to elect the director which the holders of shares of Series Seed Preferred Stock would otherwise be entitled to elect pursuant to this

Section IV(B)(5)(b)(i), and to remove from office such director and to fill any vacancy caused by the resignation, death or removal of such director,

(ii) the holders of shares of Common Stock shall be entitled, voting separately as a single class, to elect two (2) directors of the Corporation at or pursuant to each meeting or consent of the Corporation's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors, and

(iii) the holders of shares of Common Stock and Preferred Stock shall be entitled, voting together as a single class on an as-converted basis in accordance with Section 4(a) hereof, to elect the remaining directors of the Corporation at or pursuant to each meeting or consent of the Corporation's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

6. Protective Provisions.

(a) So long as any shares of Series Seed Preferred Stock are outstanding, this Corporation shall not either directly or indirectly by amendment, merger, consolidation or otherwise without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series Seed Preferred Stock:

(i) amend, alter or repeal any provision of this Certificate of Incorporation or Bylaws of the Corporation in a manner that adversely affects the powers, preferences or rights of the Series Seed Preferred Stock;

(ii) increase or decrease (other than by redemption or conversion) the total number of authorized shares of Common Stock or Preferred Stock or designated shares of Series Seed Preferred Stock (provided, however, that the Series Seed Preferred Stock will not unreasonably withhold consent for changes requested by the Company);

(iii) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security having a preference over, or being on a parity with, the Series Seed Preferred Stock with respect to dividends, liquidation, redemption or voting, other than the issuance of any authorized but unissued shares of Series Seed Preferred Stock designated in this Certificate of Incorporation;

(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 (i) redemptions of or dividends or distributions on the Series Seed Preferred Stock as expressly authorized herein, (ii) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (iii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary pursuant to agreements approved by the Board of Directors of this Corporation under which this Corporation has the option to

repurchase such shares in connection with the cessation of such employment or service at no greater than the original purchase price thereof or (iv) the exercise by the Company of contractual rights of first refusal over any shares of Preferred Stock or Common Stock;

(v) effect a Liquidation Event with a gross purchase price equal to or less than \$120,000,000;

(vi) create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by this Corporation, or sell, transfer or otherwise dispose of any capital stock of any direct or indirect subsidiary of this Corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all the assets of such subsidiary;

(vii) cause or permit any of its subsidiaries to, without approval of the Board of Directors, including the approval of the Series Seed Director, sell, issue, sponsor, create or distribute any digital tokens, cryptocurrency or other blockchain-based assets (collectively, "Tokens"), including through a pre-sale, initial coin offering, token distribution event or crowdfunding, or through the issuance of any instrument convertible into or exchangeable for Tokens; or

(viii) increase or decrease the authorized number of directors constituting the Board of Directors of this Corporation.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section IV(B)(4), the shares so converted shall be cancelled and shall not be issuable by this Corporation. This Certificate of Incorporation shall be appropriately amended to effect the corresponding reduction in this Corporation's authorized capital stock.

C. FF Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the FF Preferred Stock are as set forth below in this Section IV(C).

1. Dividend Rights. Subject to the preference accorded in Section IV(B)(1) to holders of Series Seed Preferred Stock, the holders of shares of Series FF Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends (other than payable solely in Common Stock) as may be declared from time to time by the Board of Directors on a pro rata basis with the holders of Common Stock and Series Seed Preferred Stock, based on the number of shares of Common Stock held by each (assuming conversion of all the Series FF Preferred Stock and Series Seed Preferred Stock into Common Stock).

2. Liquidation. In the event of any liquidation, dissolution, winding up of the Corporation, or any Liquidation Event either voluntary or involuntary, the remaining assets of the Corporation available for distribution to stockholders, shall be distributed as provided in Section IV(B)(2) hereof.

3. Redemption. The Series FF Preferred Stock is not redeemable.

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

(a) Right to Convert to Common Stock. Each share of Series FF 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 \$1.00 (as adjusted for stock splits, stock dividends, reclassification and the like, other than a stock split, subdivision or stock dividend resulting in an adjustment to the Series FF Preferred Stock Conversion Price pursuant to Section IV(C)(4)(a)(iii) below) by the Series FF Preferred Stock Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. Any transfer of shares of Series FF Preferred Stock that is not (i) made in connection with an Equity Financing (as such term is defined in Section IV(C)(4)(b) below), or (ii) authorized by a majority of the Board of Directors, shall be deemed an election of an option to convert such shares into Common Stock and each such transferred share of Series FF Preferred Stock shall automatically convert into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$1.00 (as adjusted for stock splits, stock dividends, reclassification and the like, other than a stock split, subdivision or stock dividend resulting in an adjustment to the Series FF Preferred Stock Conversion Price pursuant to Section IV(C)(4)(a)(iii) below) by the Series FF Preferred Stock Conversion Price applicable to such share, determined as hereafter provided, effective immediately prior to such transfer. The initial Series FF Preferred Stock Conversion Price per share of Series FF Preferred Stock shall be \$1.00 (as adjusted for stock splits, stock dividends, reclassification and the like, other than a stock split, subdivision or stock dividend resulting in an adjustment to the Series FF Preferred Stock Conversion Price pursuant to Section IV(C)(4)(a)(iii) below). Such initial Series FF Preferred Stock Conversion Price shall be subject to adjustment as set forth in Section IV(C)(4)(a)(iii).

(i) Automatic Conversion. In addition, each share of Series FF Preferred Stock shall automatically be converted into shares of Common Stock at the Series FF Preferred Stock Conversion Price at the time in effect for such share immediately upon the earlier of (A) except as provided below in Section IV(C)(4)(a)(ii), the Corporation's sale of its Common Stock in a Qualified Public Offering, (B) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series FF Preferred Stock, or (C) the date on which all outstanding shares of the Corporation's Preferred Stock are converted into Common Stock.

(ii) Mechanics of Conversion. Before any holder of Series FF Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Series FF 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. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series FF 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 such Series FF 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 such Series FF 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 person(s) entitled to receive Common Stock upon conversion of such Series FF Preferred Stock shall not be deemed to have converted such Series FF Preferred Stock until immediately prior to the closing of such sale of securities.

(iii) Series FF Preferred Stock Conversion Price Adjustments for Certain Splits and Combinations. The Series FF Preferred Conversion Price shall be subject to adjustment from time to time as follows:

(A) Stock Splits and Dividends. In the event the Corporation should at any time or from time to time after the date on which any shares of Series FF Preferred Stock were first issued (the "Series FF Purchase Date") fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock without a commensurate split or subdivision of the Series FF Preferred 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 "Series FF Preferred Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Series FF Preferred Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof) without a commensurate dividend or distribution to the Series FF Preferred Stock, then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series FF Preferred Stock Conversion Price 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 Series FF Preferred Common Stock Equivalents with the number of shares issuable with respect to Series FF Preferred Common Stock Equivalents determined from time to time as provided in Section IV(C)(4)(a)(iii)(C) below.

(B) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the Series FF Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Series FF Preferred Stock Conversion Price 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.

(C) The following provisions shall apply for purposes of this Section IV(C)(4)(a)(iii):

(1) The aggregate maximum number of shares of Common Stock deliverable upon conversion or exercise of Series FF Preferred Common Stock Equivalents (assuming the satisfaction of any conditions to convertibility or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) shall be deemed to have been issued at the time such Series FF Preferred Common Stock Equivalents were issued.

(2) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon conversion or exercise of such Series FF Preferred Common Stock Equivalents including, but not limited to, a change resulting from the antidilution provisions thereof, the Series FF Preferred Stock Conversion Price, to the extent in any way affected by or computed using such Series FF Preferred Common Stock Equivalents, 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.

(3) Upon the termination or expiration of the convertibility or exercisability of any such Series FF Preferred Common Stock Equivalents, the Series FF Preferred Stock Conversion Price, to the extent in any way affected by or computed using such Series FF Preferred Common Stock Equivalents, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and Series FF Preferred Common Stock Equivalents which remain convertible or exercisable) actually issued upon the conversion or exercise of such Series FF Preferred Common Stock Equivalents.

(iv) No Fractional Shares and Certificate as to Adjustments. No fractional shares shall be issued upon the conversion of any share or shares of the Series FF Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series FF 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 the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(v) 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 Series FF 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 FF 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 FF Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series FF 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 stockholder approval of any necessary amendment to this Certificate of Incorporation.

(b) Right to Convert to Preferred Stock. If a share of Series FF Preferred Stock is purchased by and transferred to a party in connection with an Equity Financing (as defined below), then each share of Series FF Preferred Stock that is so transferred shall automatically convert into shares of Subsequent Preferred Stock (as defined below) at the Conversion Ratio (as defined below), effective immediately upon the purchase and transfer of such share to such transferee. "Conversion Ratio" shall mean, for each Equity Financing, the inverse of the ratio at which a share of Subsequent Preferred Stock issued in such Equity Financing is convertible into Common Stock of the Corporation (i.e. 1 divided by such conversion ratio). "Equity Financing" shall mean any equity financing of the Corporation following the Purchase Date, in which the Corporation signs a purchase agreement and sells at least \$5,000,000 worth of shares of preferred stock of the Corporation. "Subsequent Preferred Stock" shall mean the preferred stock sold by the Corporation to investors in an Equity Financing. By way of example only, in the event that one share of Subsequent Preferred Stock issued in the Equity Financing is convertible into two shares of Common Stock, the Conversion Ratio shall be one-half (1/2), such that each share of Series FF Preferred Stock would convert into one-half of a share of Subsequent Preferred Stock.

(c) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action (except in accordance with terms hereof) 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 IV(C)(4) and in the taking of all such action as may be necessary or appropriate in order to protect the Series FF Preferred Stock Conversion Rights against impairment.

(d) Notices. Any notice required by the provisions of this Section IV(C)(4) to be given to the holders of shares of Series FF 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. Any notice required by the provisions of this Section IV(C)(4) to be given to the Corporation shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to the Corporation's Board of Directors at the principal business address of the Corporation.

5. Voting Rights. The holder of each share of Series FF Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series FF Preferred Stock could then be directly converted (without first being converted to another series of Preferred Stock), 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 only, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' 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. The holders of Series FF Preferred Stock and Common Stock shall vote together as a single class on an as converted basis on all matters. For the avoidance of doubt, the holders of Series FF Preferred Stock shall not be entitled to vote as Preferred Stock on any matters for which only the Series Seed Preferred (but not the Common Stock) vote. The number of authorized shares of Series FF Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

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

D. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Section IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of this Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

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

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 for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Certificate of Incorporation or pursuant to the General Corporation Law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

ARTICLE V

The name and mailing address of the incorporator is as follows:

Roman Pedan
3637 21st Street
San Francisco, California 94114

ARTICLE VI

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

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

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

2. After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of directors of the Corporation for staggered terms pursuant to Section 141(d) of the General Corporation Law shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders of the Corporation entitled to vote unless provisions for such classification shall be set forth in this Certificate of Incorporation.

3. Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of this Certificate of Incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of Section 242(b)(2) of the General Corporation Law shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

ARTICLE VIII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX

A director of this Corporation shall, to the fullest extent permitted by the General Corporation Law as it now exists or as it may hereafter be amended, not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law is amended, after approval by the stockholders of this Article, to authorize any action by the Corporation which further eliminates or limits the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any amendment, repeal or modification of this Article IX, or the adoption of any provision of this Certificate of Incorporation inconsistent with this Article IX, shall not adversely affect any right or protection of a director of this Corporation existing at the time of such amendment, repeal, modification or adoption.

ARTICLE X

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Any amendment, repeal or modification of this Article X, or the adoption of any provision of this Certificate of Incorporation inconsistent with this Article X, shall not adversely affect any right or protection existing at the time of such amendment, repeal, modification or adoption.

ARTICLE XI

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of this Corporation may be kept (subject to any provision contained in the statutes) 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 this Corporation.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XIII

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

* * *

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Company Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly, have hereunto set my hands this 21st day of December, 2018.

DocuSigned by:
Roman Pedar

Roman Pedar, Incorporator