

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592536

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mythical Venture, LLC		07/31/2019	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Mythical Venture, Inc.		
Street Address:	450 NORTH ROXBURY DRIVE, 8TH FLOOR		
City:	BEVERLY HILLS		
State/Country:	CALIFORNIA		
Postal Code:	90210		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	4455085	SHUT UP!	
Registration Number:	4480510	SHUT UP! CARTOONS	
Registration Number:	4581335	SMOSH	
Registration Number:	3786737	SMOSH	
Registration Number:	3372369	SMOSH	
Registration Number:	4319308	SMOSH PIT	
Registration Number:	4543693	SMOSH PIT	
Serial Number:	86312178	FOOD BATTLE	
Serial Number:	86313215	FOOD BATTLE	
Serial Number:	86976293	FOOD BATTLE	
Serial Number:	86643255	THE WARP ZONE	
CORRESPONDENCE DATA			
Fax Number:	2127686800		
<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:	2127685367		
Email:	trademarks.us@dentons.com		
Correspondent Name:	Monica B. Richman		
Address Line 1:	P.O. BOX #061080		

OP \$290.00 4455085

Address Line 4:	Chicago, ILLINOIS 60606-1080
ATTORNEY DOCKET NUMBER:	15257264.206
NAME OF SUBMITTER:	Monica B. Richman
SIGNATURE:	/monica richman/
DATE SIGNED:	08/18/2020

Total Attachments: 11

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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 "MYTHICAL VENTURE, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "MYTHICAL VENTURE, LLC" TO "MYTHICAL VENTURE, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 2019, AT 4:38 O`CLOCK P.M.

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



7249230 8100V
SR# 20196265069

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203326957
Date: 07-31-19

TRADEMARK
REEL: 007026 FRAME: 0082

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

OF

MYTHICAL VENTURE, LLC

This Certificate of Conversion (this "*Certificate*") of Mythical Venture, LLC, dated _____, 2019 is being duly executed and filed pursuant to Section 265 of the Delaware General Corporation Law.

FIRST. The jurisdiction where the Limited Liability Company first formed is Delaware.

SECOND. The jurisdiction immediately prior to filing this Certificate is Delaware.


THIRD. The date the Limited Liability Company first formed is January 23, 2019.

FOURTH. The name of the Limited Liability Company immediately prior to filing this Certificate is Mythical Venture, LLC.

FIFTH. The name of the Corporation as set forth in the Certificate of Incorporation is "Mythical Venture, Inc."

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first above written.

MYTHICAL VENTURE, LLC

By: 
Name: Rhett J. McLaughlin
Title: Authorized Person

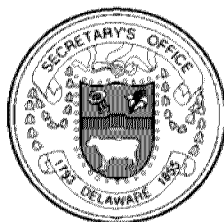
Delaware


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 "MYTHICAL VENTURE, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 2019, AT 4:38 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

7249230 8100V
SR# 20196265069

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

Authentication: 203326957
Date: 07-31-19

TRADEMARK
REEL: 007026 FRAME: 0084

CERTIFICATE OF INCORPORATION
OF
MYTHICAL VENTURE, INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:38 PM 07/31/2019
FILED 04:38 PM 07/31/2019
SR 20196265069 - File Number 7249230

THE UNDERSIGNED, acting as the incorporator of a corporation under and in accordance with the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended from time to time (the “**General Corporation Law**”), hereby adopts the following Certificate of Incorporation for such corporation:

FIRST: The name of this corporation is Mythical Venture, Inc. (the “**Corporation**”).

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

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.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 250,000 shares of common stock, \$0.0001 par value per share (“**Common Stock**”) and (ii) 25,000 shares of non-voting common stock, \$0.0001 par value per share (“**Non-Voting Common Stock**,” and together with the Common Stock, the “**Common Shares**”).

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

A. NON-VOTING COMMON STOCK

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

2. Voting. The Non-Voting Common Stock shall have no voting rights except as otherwise required by the General Corporation Law.

B. COMMON STOCK

1. Voting.

1.1 Generally. The holders of the Common Stock shall be entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

1.2 Adjustment in Authorized Common Shares. The number of authorized Common Shares 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 capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the

Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

2. 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 unless the holders of the Common Stock then outstanding shall first receive, or simultaneously receive, dividends, loan repayments or other payments having an aggregate amount equal to \$3,000,000 plus any additional amounts contributed to the Corporation by the holders of the Common Stock after the date of this Certificate of Incorporation (the “**Initial Common Stock Liquidation Amount**”) which shall be payable when, as and if declared by the Board of Directors of the Corporation. After payment in full of the Initial Common Stock Liquidation Amount, any additional dividends or distributions shall be distributed among the holders of Common Shares as follows:

2.1.1 *first*, among the holders of shares of Common Stock and Non-Voting Common Stock, pro rata based on the number of shares held by each such holder until the holders of Common Stock have received an aggregate payment (inclusive of all payments set forth in this Section 2) equal to two (2) times the Initial Common Stock Liquidation Amount;

2.1.2 *second*, eighty-three percent (83%) among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder and seventeen percent (17%) among the holders of shares of Non-Voting Common Stock, pro rata based on the number of shares held by each such holder until the holders of Common Stock have received an aggregate payment (inclusive of all payments set forth in this Section 2) equal to three (3) times the Initial Common Stock Liquidation Amount;

2.1.3 *third*, eighty-one percent (81%) among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder and nineteen percent (19%) among the holders of shares of Non-Voting Common Stock, pro rata based on the number of shares held by each such holder until the holders of Common Stock have received an aggregate payment (inclusive of all payments set forth in this Section 2) equal to five (5) times the Initial Common Stock Liquidation Amount; and

2.1.4 *fourth*, seventy-eight percent (78%) among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder and twenty-two percent (22%) among the holders of shares of Non-Voting Common Stock, pro rata based on the number of shares held by each such holder.

3. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

3.1 Preferential Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Common Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event (as defined below), out of the consideration payable to stockholders in such Deemed Liquidation Event or the Available Proceeds (as defined below), before any payment shall be made to the holders of Non-Voting Common Stock by reason of their ownership thereof, an aggregate amount equal to the Initial Common Stock Liquidation Amount, less any amount received pursuant to Section 2 of this Certificate of Incorporation. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Common Stock the full amount to which they shall be entitled under this Subsection 3.1, the holders of shares of Common Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be

payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

3.2 Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment in full of the Initial Common Stock Liquidation Amount required to be paid to the holders of shares of Common Stock, the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the consideration not payable to the holders of shares of Common Stock pursuant to Subsection 3.1 or the remaining Available Proceeds, as the case may be, shall be distributed:

3.2.1 *first*, among the holders of shares of Common Stock and Non-Voting Common Stock, pro rata based on the number of shares held by each such holder until the holders of Common Stock have received an aggregate payment (inclusive of the payments set forth in Section 2 and Subsection 3.1) equal to two (2) times the Initial Common Stock Liquidation Amount;

3.2.2 *second*, eighty-three percent (83%) among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder and seventeen percent (17%) among the holders of shares of Non-Voting Common Stock, pro rata based on the number of shares held by each such holder until the holders of Common Stock have received an aggregate payment (inclusive of the payments set forth in Section 2, Subsection 3.1 and Subsection 3.2.1) equal to three (3) times the Initial Common Stock Liquidation Amount;

3.2.3 *third*, eighty-one percent (81%) among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder and nineteen percent (19%) among the holders of shares of Non-Voting Common Stock, pro rata based on the number of shares held by each such holder until the holders of Common Stock have received an aggregate payment (inclusive of the payments set forth in Section 2, Subsection 3.1, Subsection 3.2.1 and Subsection 3.2.2) equal to five (5) times the Initial Common Stock Liquidation Amount; and

3.2.4 *fourth*, seventy-eight percent (78%) among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder and twenty-two percent (22%) among the holders of shares of Non-Voting Common Stock, pro rata based on the number of shares held by each such holder. The aggregate amount which a holder of a share of Common Stock is entitled to receive under Subsections 3.1 and 3.2 is hereinafter referred to as the “**Aggregate Common Stock Liquidation Amount.**”

3.3 Deemed Liquidation Events.

3.3.1 Definition. Each of the following events shall be considered a “**Deemed Liquidation Event**” unless the holders of at least a majority of the outstanding shares of Common Stock (the “**Requisite Holders**”) elect otherwise by written notice sent to the Corporation at least 5 days prior to the effective date of any such event:

- (a) a merger or consolidation in which
 - (i) the Corporation is a constituent party or
 - (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

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

(b) (1) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or (2) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

3.3.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 3.3.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the “**Merger Agreement**”) provides that the consideration payable to the stockholders of the Corporation in such Deemed Liquidation Event shall be paid to the holders of capital stock of the Corporation in accordance with Subsections 3.1 and 3.2.

(b) In the event of a Deemed Liquidation Event referred to in Subsection 3.3.1(a)(ii) or 3.3.1(b), if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within ninety (90) days after such Deemed Liquidation Event, then (y) the Corporation shall send a written notice to each holder of Common Stock no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clauses, to require the redemption of such shares of Common Stock, and (z) if the holders of at least a majority of the then outstanding shares of Common Stock so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the “**Available Proceeds**”), on the one hundred fiftieth (150th) day after such Deemed Liquidation Event, to redeem all outstanding shares of Common Stock for an aggregate purchase price equal to the Aggregate Common Stock Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Common Stock, the Corporation shall redeem a pro rata portion of each holder’s shares of Common Stock to the fullest extent of such Available Proceeds, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the Available Proceeds were sufficient to redeem all such shares, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. Prior to the distribution or redemption provided for in this Subsection 3.3.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event.

(i) The Corporation shall send written notice of the redemption (the “**Redemption Notice**”) to each holder of record of Common Stock not less than forty

(40) days prior to the redemption date. The Redemption Notice shall state (A) the number of shares of Common Stock held by the holder that the Corporation shall redeem on the redemption date specified in the Redemption Notice (the “**Redemption Date**”); (B) the Redemption Date and the redemption price; and (C) for holders of shares in certificated form, that the holder is to surrender to the Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Common Stock to be redeemed.

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

(iii) If the Redemption Notice shall have been duly given, and if on the Redemption Date the redemption price payable upon redemption of the shares of Common Stock to be redeemed is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that any certificates evidencing any of the shares of Common Stock so called for redemption shall not have been surrendered, all rights with respect to such shares shall forthwith after the Redemption Date terminate, except only the right of the holders to receive the redemption price without interest upon surrender of any such certificate or certificates therefor.

3.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities to be paid or distributed to such holders pursuant to such Deemed Liquidation Event. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

3.3.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Subsection 2.3.1(a)(i), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the “**Additional Consideration**”), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the “**Initial Consideration**”) shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 3.1 and 3.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 3.1 and 3.2 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Subsection 3.3.4, consideration placed into escrow or retained as a holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

4. Waiver. Any of the rights, powers, preferences and other terms of the Common Stock set forth herein may be waived on behalf of all holders of Common Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Common Stock then outstanding.

5. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Common Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

FIFTH: Subject to any additional vote required by this Certificate of Incorporation or 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.

SIXTH: Subject to any additional vote required by this Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Each director shall be entitled to one vote on each matter presented to the Board of Directors.

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

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.

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.

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 (a) 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 or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ELEVENTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in,

any Excluded Opportunity. An “**Excluded Opportunity**” is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Common Stock or any partner, member, director, stockholder, employee, affiliate or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, the persons referred to in clauses (i) and (ii) are “**Covered Persons**”), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person’s capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Article Eleventh will only be prospective and will not affect the rights under this Article Eleventh in effect at the time of the occurrence of any actions or omissions to act giving rise to liability.

TWELFTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation’s certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Eleventh shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Eleventh (including, without limitation, each portion of any sentence of this Article Eleventh containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

THIRTEENTH: For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock or Non-Voting Common Stock permitted under this Certificate of Incorporation from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board 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 (0).

* * *

IN WITNESS WHEREOF, the incorporator of the Corporation hereto has caused this Certificate of Incorporation to be duly executed as of July 31, 2019.

/s/ Stephen A. Carroll

Stephen A. Carroll, Incorporator
c/o Stubbs, Alderton & Markiles, LLP
15260 Ventura Blvd., 20th Floor
Sherman Oaks, CA 91403