

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM723910

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Jelli, Inc.		08/20/2021	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Jelli, LLC		
<b>Street Address:</b>	20880 Stone Oak Pkwy		
<b>City:</b>	San Antonio		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78258		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4845382	RADIODASH	
<b>Registration Number:</b>	4845393	SPOTPLAN	
<b>Registration Number:</b>	4845397	JELLI	
<b>Registration Number:</b>	4850413		
<b>Registration Number:</b>	4919787	RADIOSPOT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	2108323999		
<b>Email:</b>	ccipdocket@iheartmedia.com		
<b>Correspondent Name:</b>	Lesia Skrypoczka		
<b>Address Line 1:</b>	20880 Stone Oak Pkwy		
<b>Address Line 4:</b>	San Antonio, TEXAS 78258		
<b>NAME OF SUBMITTER:</b>	Brenda Key		
<b>SIGNATURE:</b>	/Brenda Key/		
<b>DATE SIGNED:</b>	04/26/2022		
<b>Total Attachments: 28</b>			
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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "JELLI, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 9:57 O`CLOCK A.M.

CERTIFICATE OF RESIGNATION OF REGISTERED AGENT WITHOUT APPOINTMENT, FILED THE TWENTY-NINTH DAY OF JULY, A.D. 2015, AT 10:31 O`CLOCK A.M.

CERTIFICATE OF REVIVAL, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2016, AT 3:45 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FOURTEENTH DAY OF DECEMBER, A.D. 2018, AT 1:26 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, FILED THE TWENTIETH DAY OF AUGUST, A.D. 2021, AT 12:13 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4376160 8100X  
SR# 20221360019

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

Authentication: 203126685  
Date: 04-07-22

**TRADEMARK**  
**REEL: 007702 FRAME: 0387**

# Delaware

The First State


Page 2

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST  
DAY OF AUGUST, A.D. 2021.

CERTIFICATE OF FORMATION, FILED THE TWENTIETH DAY OF AUGUST,  
A.D. 2021, AT 12:13 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY  
OF AUGUST, A.D. 2021.



  
Jeffrey W. Bullock, Secretary of State

4376160 8100X  
SR# 20221360019

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

Authentication: 203126685  
Date: 04-07-22

**TRADEMARK**  
**REEL: 007702 FRAME: 0388**

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

JELLI, INC.

The undersigned, Michael Dougherty, hereby certifies that:

1. The undersigned is the duly elected and acting President and Chief Executive Officer of Jelli, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on June 21, 2007.
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

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

ARTICLE II

The address of the Corporation’s registered office in the State of Delaware is 3500 DuPont Highway, in the City of Dover, County of Kent, Zip Code 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Corporation is authorized to issue is 60,437,604 shares, each with a par value of \$0.0001 per share. 37,500,000 shares shall be Common Stock and 22,937,604 shares shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Restated Certificate may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated “Series A-1 Preferred Stock” and shall consist of 2,234,360 shares. The second series of Preferred Stock shall be designated “Series A-2 Preferred Stock” and shall consist of 8,403,244 shares. The third series of Preferred Stock

shall be designated "Series B Preferred Stock" and shall consist of 12,300,000 shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. **Dividends.** The holders of shares of Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, on parity with each other, but prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, at the rate of \$0.1174 per share (as adjusted for stock splits, stock dividends, reclassification and the like) per annum on each outstanding share of Series A-1 Preferred Stock then held by them, \$0.0891 per share (as adjusted for stock splits, stock dividends, reclassification and the like) per annum on each outstanding share of Series A-2 Preferred Stock then held by them and at the rate of \$0.14368 per share (as adjusted for stock splits, stock dividends, reclassification and the like) per annum on each outstanding share of Series B Preferred Stock then held by them, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. After payment of such dividends, any additional dividends shall be distributed among the holders of Preferred Stock and Common Stock pro rata based on the number of shares of Common Stock then held by each holder (assuming conversion of all such Preferred Stock into Common Stock).

2. **Liquidation.**

(a) **Preference.**

(i) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Series A-1 Preferred Stock, Series A-2 Preferred Stock or Common Stock, by reason of their ownership thereof, an amount per share equal to \$1.7960 per share (as adjusted for stock splits, stock dividends, reclassification and the like) (the "Series B Original Issue Price") for each outstanding share of Series B Preferred Stock then held by them plus any declared but unpaid dividends. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series B Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(ii) Upon completion of the distribution required by subsection (a)(i) of this Section 2, the holders of Series A-1 Preferred Stock and Series A-2 Preferred Stock shall be entitled to receive, on parity with each other, but prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, by reason of their ownership thereof, an amount per share equal to: (i) \$1.4681 per share (as adjusted for stock splits, stock dividends, reclassification and the like) (the "Series A-1 Original Issue Price") for each outstanding share of Series A-1 Preferred Stock then held by them and (ii) \$1.1146 per share (as adjusted for stock splits, stock dividends, reclassification and the like) (the "Series A-2

Original Issue Price”) for each outstanding share of Series A-2 Preferred Stock then held by them plus any declared but unpaid dividends. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of Series A-1 Preferred Stock and Series A-2 Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A-1 Preferred Stock and Series A-2 Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) **Remaining Assets.** Upon the completion of the distribution required by Section 2(a) above, if assets remain in the Corporation, the holders of the Common Stock of the Corporation shall receive all of the remaining assets of the Corporation, pro rata based on the number of shares of Common Stock held by such holders.

(c) **Deemed Conversion.** Notwithstanding the above, for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and including in connection with any Liquidation Transaction (as defined below), each such holder of shares of a series of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder’s shares of such series into shares of Common Stock immediately prior to the Liquidation Transaction if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such series of Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Preferred Stock into Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise be made to holders of Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Common Stock.

(d) **Certain Acquisitions.**

(i) **Deemed Liquidation.** For purposes of this Section 2, a liquidation, dissolution, or winding up of the Corporation shall be deemed to occur if the Corporation shall sell, lease, transfer, exclusively license, convey, or otherwise dispose of all or substantially all of its property or business, merge with or into or consolidate with any other corporation, limited liability company or other entity (other than a wholly-owned subsidiary of the Corporation), or consummate any other transaction (including a stock sale) in which more than 50% of the outstanding voting power of the Company is transferred (any such transaction, a “Liquidation Transaction”), provided that none of the following shall be considered a Liquidation Transaction: (A) a merger effected exclusively for the purpose of changing the domicile of the Corporation, or (B) a transaction in which the stockholders of the Corporation immediately prior to the transaction own more than 50% of the voting power of the surviving corporation following the transaction. In the event of a merger or consolidation of the Corporation that is deemed pursuant to this section to be a Liquidation Transaction, all references in this Section 2 to “assets of the Corporation” shall be deemed instead to refer to the aggregate consideration to be paid to the holders of the Corporation’s capital stock in such merger or consolidation. Nothing in this subsection 2(d)(i) shall require the distribution to

stockholders of anything other than proceeds of such transaction in the event of a merger or consolidation of the Corporation. The Requisite Holders (as defined below) shall be entitled to waive the treatment of a Liquidation Transaction under this section upon the affirmative consent of the holders of at least 58% of the Series B Preferred Stock then outstanding.

(ii) **Valuation of Consideration.** In the event of a deemed liquidation as described in Section 2(d)(i) above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If traded on a securities exchange, the value shall be based on a formula approved by the Board of Directors and derived from the closing prices of the securities on such exchange over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Transaction;

(2) If actively traded over-the-counter, the value shall be based on a formula approved by the Board of Directors and derived from the closing bid or sales prices (whichever is applicable) of such securities over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Transaction; and

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

(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 market value determined as specified above in Section 2(d)(ii)(A) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

(e) **Notice of Liquidation Transaction.** The Corporation shall give each holder of record of Preferred Stock written notice of any impending Liquidation Transaction not later than 15 days prior to the stockholders' meeting called to approve such Liquidation Transaction, or 15 days prior to the closing of such Liquidation Transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidation Transaction. The first of such notices shall describe the material terms and conditions of the impending Liquidation Transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. Unless such notice requirements are waived, the Liquidation Transaction shall not take place sooner than 15 days after the Corporation has given the first notice provided for herein or sooner than 15 days after the Corporation has given notice of any material changes provided for herein. Notwithstanding the other provisions of this Restated Certificate, all notice periods or requirements in this Restated Certificate may be shortened or waived, either before or after the



action for which notice is required, upon the vote or written consent of the Requisite Holders (as defined below).

(f) **Effect of Noncompliance.** In the event the requirements of Section 2(e) are not complied with, the Corporation shall forthwith either cause the closing of the Liquidation Transaction to be postponed until the requirements of this Section 2 have been complied with, or cancel such Liquidation Transaction, in which event the rights, preferences, privileges and restrictions of the holders of Preferred Stock shall revert to and be the same as such rights, preferences, privileges and restrictions existing immediately prior to the date of the first notice referred to in Section 2(e).

(g) **Allocation of Escrow.** In the event of a Liquidation Transaction described in Section 2(d)(i), if any portion of the consideration payable to the stockholders of the Corporation is placed into escrow and/or is payable to the stockholders of the Corporation subject to contingencies, the agreement relating to or effecting such Liquidation Transaction shall provide that (i) 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 the Corporation in accordance with Sections 2(a) and 2(b) 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 release from escrow or satisfaction of contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2(a) and 2(b) after taking into account the previous payment of the Initial Consideration as part of the same transaction.

3. **Redemption.** The Preferred Stock is not mandatorily redeemable.

4. **Conversion.** The holders of shares of Preferred Stock shall be entitled to conversion rights as follows (the "**Conversion Rights**"):

(a) **Right to Convert.** Subject to Section 4(c), each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (i) in the case of the Series A-1 Preferred Stock, the Series A-1 Original Issue Price, (ii) in the case of the Series A-2 Preferred Stock, the Series A-2 Original Issue Price, and (iii) in the case of the Series B Preferred Stock, the Series B Original Issue Price, by the Preferred Stock Conversion Price applicable to such shares, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Preferred Stock Conversion Price per share of Series A-1 Preferred Stock shall be \$1.303334965. The initial Preferred Stock Conversion Price per share of Series A-2 Preferred Stock shall be \$1.1146. The initial Preferred Stock Conversion Price per share of Series B Preferred Stock shall be \$1.7960. Such initial Preferred Stock Conversion Price shall be subject to adjustment as set forth in Section 4(d) below.

(b) **Automatic Conversion.**

(i) Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Preferred Stock Conversion Price then in effect for such share immediately upon, except as provided below in Section 4(c), the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), the public offering price of which is not less than \$5.3880 per share (as adjusted for stock splits, stock dividends, reclassification and the like) and which results in aggregate cash proceeds to the Corporation of not less than \$30,000,000 (net of underwriting discounts and commissions).

(ii) Each share of Series A-1 Preferred Stock and Series A-2 Preferred Stock shall automatically be converted into shares of Common Stock at the Preferred Stock Conversion Price then in effect for such share immediately upon the date specified by vote or written consent of the holders of a majority of the outstanding shares of Series A-1 Preferred Stock and Series A-2 Preferred Stock, voting together as a single class.

(iii) Each share of Series B Preferred Stock shall automatically be converted into shares of Common Stock at the Preferred Stock Conversion Price then in effect for such share immediately upon the date specified by vote or written consent of the holders of at least 58% of the outstanding shares of Series B Preferred Stock.

(c) **Mechanics of Conversion.** Before any holder of Preferred Stock shall be entitled to convert such Preferred Stock into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such series of 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 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 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 a firm commitment underwritten public offering of securities, the conversion may, at the option of any holder tendering such Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event any persons entitled to receive Common Stock upon conversion of such 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 for Certain Dilutive Issuances, Splits and Combinations.** The Preferred Stock Conversion Price shall be subject to adjustment from time to time as follows:

(i) **Issuance of Additional Stock Below Purchase Price.** If the Corporation should issue, at any time after December \_\_, 2014 (the "Purchase Date"), any Additional Stock (as defined below) without consideration or for a consideration per share less

than the Preferred Stock Conversion Price for such series in effect immediately prior to the issuance of such Additional Stock (as adjusted for stock splits, stock dividends, reclassification and the like), the Preferred Stock Conversion Price for such series in effect immediately prior to each such issuance shall automatically be adjusted as set forth in this Section 4(d)(i), unless otherwise provided in this Section 4(d)(i).

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

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

(1) securities issued pursuant to stock splits, stock dividends or similar transactions, as described in Section 4(d)(ii) hereof;

(2) securities issuable upon conversion, exchange or exercise of convertible, exchangeable or exercisable securities outstanding as of the Purchase Date, as applicable, including, without limitation, warrants, notes or options;

(3) up to 7,433,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of Common Stock (or options therefor) issued or issuable after the Purchase Date to employees, consultants, officers or directors of the Corporation (collectively, "Service Providers") pursuant to stock option plans or restricted stock plans or agreements, plus such additional shares of Common Stock as approved by the Board of Directors, including a Preferred Director. The 7,433,000 number included above is net of any options granted to Service Providers by this Corporation and subsequently cancelled and net of any shares issued to Service Providers and subsequently repurchased (whether directly or upon the exercise of a stock option);

(4) Common Stock issued or issuable in a public offering in connection with which all outstanding shares of Preferred Stock are converted to Common Stock;

(5) securities issued or issuable in connection with the acquisition by the Corporation of another company or business approved by the Board of Directors, including the Preferred Directors;

(6) securities issued or issuable to financial institutions, equipment lessors, brokers or similar persons in connection with commercial credit arrangements, equipment financings, commercial property lease transactions, or similar transactions approved by the Board of Directors, including the Preferred Directors;

(7) up to 400,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of securities issued or issuable to an entity as a component of any business relationship with such entity primarily for the purpose of (A) joint venture, technology licensing or development activities, (B) distribution, supply or manufacture of the Corporation's products or services or (C) any other arrangements involving corporate partners that are primarily for purposes other than raising capital, the terms of which business relationship with such entity are approved by the Board of Directors, including the Preferred Directors;

(8) Common Stock issued or issuable upon conversion of the Preferred Stock; and

(9) securities issued or issuable in any other transaction in which exemption from these price-based antidilution provisions is approved by the affirmative vote of (i) the Requisite Holders (as defined below) and (ii) the holders of at least 58% of the Series B Preferred stock then-outstanding.

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

(D) **Determination of Consideration.** In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(E) **Deemed Issuances of Common Stock.** In the case of the issuance of securities or rights convertible into, or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock (the "Common Stock Equivalents"), the following provisions shall apply for all purposes of this Section 4(d)(i):

(1) The aggregate maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise (assuming the satisfaction of any conditions to convertibility, exchangeability or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) of any Common Stock Equivalents and subsequent conversion, exchange or

exercise thereof shall be deemed to have been issued at the time such securities were issued or such Common Stock Equivalents were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related Common Stock Equivalents (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion, exchange or exercise of any Common Stock Equivalents (the consideration in each case to be determined in the manner provided in Section 4(d)(i)(D)).

(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, exchange or exercise of any Common Stock Equivalents, other than a change resulting from the antidilution provisions thereof, the Preferred Stock Conversion Price of any series of Preferred Stock, to the extent in any way affected by or computed using such 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 conversion, exchange or exercise of such Common Stock Equivalents.

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

(4) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Section 4(d)(i)(D) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Section 4(d)(i)(E)(2) or (3).

(F) **No Increased Conversion Price.** Notwithstanding any other provisions of this Section 4(d)(i), except to the limited extent provided for in Sections 4(d)(i)(E)(2) and (3), no adjustment of the Preferred Stock Conversion Price pursuant to this Section 4(d)(i) shall have the effect of increasing the Preferred Stock Conversion Price above the Preferred Stock Conversion Price in effect immediately prior to such adjustment.

(ii) **Stock Splits and Dividends.** In the event the Corporation should at any time after the filing date of this Restated Certificate fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or 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 Preferred Stock Conversion Price of each series of Preferred Stock that is convertible into Common Stock shall be appropriately decreased so that

the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate number of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in Section 4(d)(i)(E).

(iii) **Reverse Stock Splits.** If the number of shares of Common Stock outstanding at any time after the filing date of this Restated Certificate is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Preferred Stock Conversion Price for each series of Preferred Stock that is convertible into Common Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) **Other Distributions.** In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section 4(d)(i) or in Section 4(d)(ii), then, in each such case for the purpose of this Section 4(e), the holders of each series of Preferred Stock that is convertible into Common Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) **Recapitalizations.** If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in Section 2 or this Section 4) provision shall be made so that the holders of each series of Preferred Stock that is convertible into Common Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of that number of shares of Common Stock deliverable upon conversion of such Preferred Stock held would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of such Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Preferred Stock Conversion Price then in effect and the number of shares issuable upon conversion of such Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(g) **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. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If 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.

(ii) Upon the occurrence of each adjustment or readjustment of any Preferred Stock Conversion Price pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of such Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Preferred Stock Conversion Price for each 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 which at the time would be received upon the conversion of a share of each series of Preferred Stock.

(h) **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Preferred Stock, at least 10 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(i) **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 each series of Preferred Stock that is convertible into Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of such series of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of such series of Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

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

(k) **Waiver.** Any of the rights, powers, preferences and other terms of the Preferred Stock set forth herein may be waived on behalf of all holders of Preferred Stock by the affirmative written consent or vote of the Requisite Holders (as defined below), upon the

affirmative consent of the holders of at least 58% of the Series B Preferred Stock then-outstanding.

5. **Voting Rights.**

(a) Except as expressly provided by this Restated Certificate or as provided by law, the holders of Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held, and each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted. 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) For so long as an aggregate of at least 1,000,000 shares of Series A-2 Preferred Stock and Series A-1 Preferred Stock remain issued and outstanding (as adjusted for stock splits, stock dividends, reclassifications and the like), the holders of Series A-2 Preferred Stock and Series A-1 Preferred Stock, voting together as a single class on an as-converted to common stock basis, shall be entitled to elect two (2) members of the Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors, and to remove from office such directors, with or without cause, and to fill any vacancy caused by the resignation, death or removal of any such director (the "Series A Directors"). For so long as an aggregate of at least 1,000,000 shares of Series B Preferred Stock remain issued and outstanding (as adjusted for stock splits, stock dividends, reclassifications and the like), the holders of Series B, voting as a separate class, shall be entitled to elect two (2) members of the Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors, and to remove from office such directors, with or without cause, and to fill any vacancy caused by the resignation, death or removal of any such director (the "Series B Directors" and together with the Series A Directors, the "Preferred Directors"). The holders of Common Stock, voting as a separate class, shall be entitled to elect two members of the Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors, and to remove from office such director, with or without cause, and to fill any vacancy cause by the resignation, death or removal of any such director (the "Common Directors"). The holders of Common Stock and Preferred Stock, voting together as a single class on an as converted basis, shall be entitled to elect any remaining members of the Board of Directors at each meeting or pursuant to each 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.

6. **Protective Provisions.**

(a) **Preferred Stock.** So long as at least 3,750,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of Preferred Stock outstanding as



of the Purchase date remain outstanding, the Corporation shall not (by amendment, merger, consolidation, through a subsidiary or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of a majority of the then outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis) (the "Requisite Holders"):

(i) effect a Liquidation Transaction or other liquidation, dissolution or winding up of the Corporation;

(ii) redeem, purchase or otherwise acquire (or pay into or set aside funds for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment, or through the exercise of any right of first refusal, at the lower of fair market value or cost (or above that price if approved by the Board of Directors, including a Preferred Director);

(iii) create or take any action that results in holding the capital stock of any subsidiary that is not wholly owned (directly or indirectly) by the Corporation or dispose of any subsidiary stock or all or substantially all of any subsidiary's assets;

(iv) increase or decrease the number of authorized directors;

(v) authorize or issue, or obligate itself to issue, any other equity security, including any security (other than the series of Preferred Stock authorized by this Restated Certificate) convertible into or exercisable for any equity security, having rights, preferences or privileges senior to or on parity with the Preferred Stock (other than the pari passu voting rights of Common Stock);

(vi) increase the authorized number of shares of Preferred Stock or the number of designated shares of any series of Preferred Stock; or

(vii) reclassify, alter or amend any existing security that is junior to or on parity with the Preferred Stock, if such reclassification, alteration or amendment would render such other security senior to or on parity with the Preferred Stock.

(b) **Series A-1 Preferred Stock.** So long as at least 2,000,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of Series A-1 Preferred Stock are outstanding, the Corporation shall not (by amendment, merger, consolidation, through a subsidiary 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 A-1 Preferred Stock, voting separately as a class:

(i) alter or change the rights, preferences or privileges of the Series A-1 Preferred Stock so as to affect adversely the shares of such series in a manner differently than other series of preferred stock; or

(ii) increase or decrease (other than by conversion) the total number of authorized shares of Series A-1 Preferred Stock.

(c) **Series A-2 Preferred Stock.** So long as at least 2,000,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of Series A-2 Preferred Stock are outstanding, the Corporation shall not (by amendment, merger, consolidation, through a subsidiary or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds of the then outstanding shares of Series A-2 Preferred Stock, voting separately as a class:

(i) alter or change the rights, preferences or privileges of the Series A-2 Preferred Stock so as to affect adversely the shares of such series in a manner differently than other series of preferred stock; or

(ii) increase or decrease (other than by conversion) the total number of authorized shares of Series A-2 Preferred Stock.

(d) **Series B Preferred Stock.** So long as at least 1,500,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of Series B Preferred Stock initially issued remain outstanding, the Corporation shall not (by amendment, merger, consolidation, through a subsidiary or otherwise) without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least 58% of the then outstanding shares of Series B Preferred Stock, voting separately as a class:

(i) increase or decrease (other than by conversion) the total number of authorized shares of Series B Preferred Stock or issue or sell any shares of Series B Preferred Stock (including any rights or securities convertible into, or exchangeable for, shares of Series B Preferred Stock);

(ii) alter or change the rights, preferences or privileges of the Series B Preferred Stock so as to affect adversely the shares of such series in a manner differently than other series of preferred stock;

(iii) effect any (A) exclusive and perpetual (without right by Company for termination for convenience or non-renewal) license (x) of the Corporation's intellectual property involving consideration in excess of \$100,000 or (y) involving any license granted to iHeartCommunications, Inc. ("iHeart") under that certain Exclusive Management and Reseller Agreement between the Company and iHeart, dated on or about the Purchase Date, or (B) acquisition or divestiture outside the ordinary course of business or involving consideration in excess of \$100,000, provided however, that this Section (d)(ii) shall not apply to the approval of any Liquidation Transaction;

(iv) incur any indebtedness, or create, authorize or issue any debt security that would permit the Corporation to incur indebtedness, in excess of \$250,000.00 in the aggregate, other than debt issued in the ordinary course of business or in conjunction with the refinancing of existing debt on commercially reasonable terms;

(v) increase or decrease the number of authorized directors;

(vi) redeem, purchase or otherwise acquire (or pay into or set aside funds for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment, or through the exercise of any right of first refusal, at the lower of fair market value or cost (or above that price if approved by the Board of Directors, including at least 1 Series B Director);

(vii) create or take any action that results in holding the capital stock of any subsidiary that is not wholly owned (directly or indirectly) by the Corporation or dispose of any subsidiary stock or all or substantially all of any subsidiary's assets;

(viii) reclassify, alter or amend any existing security that is junior to or on parity with the Preferred Stock, if such reclassification, alteration or amendment would render such other security senior to or on parity with the Preferred Stock;

(ix) increase the authorized number of shares of Series B Preferred Stock;

(x) enter into, amend, modify or supplement any agreement, transaction or commitment with any of the Corporation's or its affiliates' direct or indirect officers, managers, directors, employees stockholders or affiliates, or otherwise engage in any other affiliated transactions (other than agreements, transactions or commitments reasonably approved by a majority of the disinterested members of the Board); or

(xi) amend, modify or waive any provision of this Section 6(d).

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

(C) **Common Stock.**

1. **Dividend Rights.** Subject to the provisions of Section B.1 of Article IV, 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 the 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 the Corporation, or the occurrence of a Liquidation Transaction, the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B).

3. **Redemption.** The Common Stock is not mandatorily redeemable.

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

#### ARTICLE V

Except as otherwise set forth herein, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

#### ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

#### ARTICLE VII

1. To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, 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.

2. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

3. Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Restated Certificate inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE VIII

In connection with repurchases by the Corporation of its Common Stock or Preferred Stock, Sections 500, 502 and 503 of the California Corporations Code (the "CA Code") shall not apply in all or in part with respect to such repurchases. To the extent Section 500 of the CA Code is applied, distributions by the Corporation can be made (i) without regard to preferential dividends arrears amount and (ii) without regard to the amount of any liquidation preferential rights.

## ARTICLE IX

This Corporation renounces any interest or expectancy of this Corporation in, or in being offered an opportunity to participate in, an Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or that otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of this Corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "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.

\* \* \*

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Executed at Redwood City, California, on December 30, 2014.

/s/ Michael Dougherty  
Michael Dougherty  
President and Chief Executive Officer

**RESIGNATION OF AGENT**

Incorporating Services, Ltd., located at 3500 South DuPont Highway, City of Dover, County of Kent, State of Delaware, 19901, was designated registered agent for **JELLI, INC.** in accordance with the General Corporation Law of the State of Delaware as amended.

On **June 15, 2015** Incorporating Services, Ltd. mailed a formal notice notifying this corporation that Incorporating Services, Ltd. will be resigning as registered agent in the State of Delaware after 30 days from the date of their notice, in accordance with the provisions of Section 136 of the General Corporation Law.

In accordance with these provisions, Incorporating Services, Ltd. has caused this Certificate of Resignation to be prepared and executed by its Assistant Secretary on **July 29, 2015** hereby resigning as Registered Agent.

INCORPORATING SERVICES, LTD.



Amy M. Balke  
Assistant Secretary

amb/dls

**STATE OF DELAWARE**  
**CERTIFICATE FOR REVIVAL OF CHARTER**

The corporation organized under the laws of the State of Delaware, the charter of which was forfeited for failure to obtain a registered agent, now desires to procure a revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is Jelli, Inc.

and, if different, the name under which the corporation was originally incorporated

2. The Registered Office of the corporation in the State of Delaware is located at 3500 DuPont Highway (street),  
in the City of Dover, County of Kent  
Zip Code 19901. The name of the Registered Agent at such address upon  
whom process against this Corporation may be served is Incorporating Services, Ltd.

3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was June 21, 2007

4. The corporation desiring to be revived and so reviving its certificate of incorporation was organized under the laws of this State.

5. The corporation was duly organized and carried on the business authorized by its charter until the 28th day of August A.D. 2015, at which time its charter became inoperative and forfeited for failure to obtain a registered agent and the certificate for revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: 

Authorized Officer

Name: Michael Dougherty, President

Print or Type



CERTIFICATE OF MERGER

MERGING

**Jl MERGER SUB, INC.**  
(a Delaware corporation)

WITH AND INTO

**JELLI, INC.**  
(a Delaware corporation)

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the “DGCL”), Jelli, Inc., a Delaware corporation (the “Company”), hereby certifies the following information relating to the merger (the “Merger”) of JI Merger Sub, Inc., a Delaware corporation (“Merger Sub”), with and into the Company:

FIRST: The names and state of incorporation of each of the corporations constituent to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Jl Merger Sub, Inc.	Delaware
Jelli, Inc.	Delaware

SECOND: An Agreement of Merger, dated as of November 13, 2018 (the “Merger Agreement”), by and among Broader Media Holdings, LLC, a Delaware limited liability company (“Parent”), iHeartMedia, Inc., a Delaware Corporation (“Parent Guarantor”), Merger Sub, the Company, and Fortis Advisors, LLC, as the Equityholder Representative (as defined therein), has been approved, adopted, executed, and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL (and by the written consent of their respective stockholders in accordance with Section 228 of the DGCL).

THIRD: The name of the surviving corporation of the Merger is Jelli, Inc., which shall continue its existence as the surviving corporation under the name Jelli, Inc.

FOURTH: Upon the effectiveness of the filing of this Certificate of Merger, the Certificate of Incorporation of Jelli, Inc., in effect immediately prior to the Merger, shall be amended and restated in its entirety by reason of the Merger to read as set forth in the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A, and so amended and restated, shall be the Amended and Restated Certificate of Incorporation of the surviving corporation until further amended in accordance with the provisions of the DGCL.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation, at 20880 Stone Oak Parkway, San Antonio, TX 78258, and will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SIXTH: The Merger shall become effective immediately upon the filing of this certificate with the Secretary of State of the State of Delaware in accordance with Section 251 and Section 103 of the DGCL.

\* \* \* \* \*

IN WITNESS WHEREOF, Jelli, Inc. has caused this Certificate of Merger to be executed in its corporate name on this the 14th day of December, 2018.

**JELLI, INC.**

By: 

Name: Michael Dougherty

Title: Chief Executive Officer

[SIGNATURE PAGE TO JELLI INC. CERTIFICATE OF MERGER]

**TRADEMARK**  
**REEL: 007702 FRAME: 0410**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**JELLI, INC.**

**ARTICLE I**

The name of this Corporation is Jelli, Inc. (the "Corporation").

**ARTICLE II**

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

**ARTICLE III**

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

The total number of shares of capital stock which the Corporation shall have authority to issue is one thousand (1,000), all of which shares shall be Common Stock having a par value per share of \$0.01.

**ARTICLE V**

In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation, bylaws of the Corporation may be adopted, amended or repealed by a majority of the board of directors of the Corporation. Election of directors need not be by written ballot.

**ARTICLE VI**

(a) *Director Liability.* A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability or limitation of liability is not permitted under the DGCL as in effect at the time such liability is determined. No repeal, amendment or modification of the foregoing provisions of this ARTICLE SIXTH, nor the adoption of any provision in this Certificate of Incorporation inconsistent with this clause (a) of this ARTICLE SIXTH, shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such repeal, amendment, or modification or adoption of an inconsistent provision.

(b) *Indemnification.*

(i) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, 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

(ii) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(iii) Neither any amendment nor repeal of this ARTICLE SIXTH, nor the adoption of any provision of this Restated Certificate inconsistent with this ARTICLE SIXTH, shall eliminate or reduce the effect of this ARTICLE SIXTH in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE SIXTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE VII**

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 herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

\* \* \* \* \*


**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM  
JELLI, INC.  
(a Delaware corporation)  
TO  
JELLI, LLC  
(a Delaware limited liability company)**

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act (the "*Act*"), Jelli, Inc. (the "*Converting Entity*"), does hereby certify that:

1. The Converting Entity was originally formed on June 21, 2007 in the State of Delaware.
2. The Converting Entity was organized immediately prior to the filing of this Certificate of Conversion in the State of Delaware.
3. The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion was "Jelli, Inc." and it was a corporation.
4. The name of the domestic limited liability company as set forth in its Certificate of Formation filed in accordance with Section 18-214(b)(2) of the Act is "Jelli, LLC."
5. This Certificate of Conversion shall become effective as of August 31, 2021.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on August 19, 2021.

**JELLI, INC.**

By:   
\_\_\_\_\_  
Scott T. Bick, Senior Vice President-Tax

**CERTIFICATE OF FORMATION**  
**OF**  
**JELLI, LLC**

1. Name. The name of the limited liability company formed hereby is Jelli, LLC (the "*Company*").
2. Registered Office and Registered Agent. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, New Castle County, 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. This Certificate of Formation shall become effective as of August 31, 2021.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on August 19, 2021.



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Scott T. Bick, Senior Vice President-Tax