

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM856175

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CLEARFORCE LLC		06/26/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CLEARFORCE, INC.		
Street Address:	8000 TOWERS CRESCENT DRIVE, SUITE 1525		
City:	VIENNA		
State/Country:	VIRGINIA		
Postal Code:	22182		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5223833	CLEARFORCE	
CORRESPONDENCE DATA			
Fax Number:			
<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:	858-509-4071		
Email:	sdipdocket@pillsburylaw.com		
Correspondent Name:	Michelle L. Mehok		
Address Line 1:	11682 El Camino Real, Suite 200		
Address Line 4:	San Diego, CALIFORNIA 92130		
NAME OF SUBMITTER:	Michelle L. Mehok		
SIGNATURE:	/michelle mehok/		
DATE SIGNED:	11/27/2023		
Total Attachments: 14			
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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 INCORPORATION OF "CLEARFORCE, INC." FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2018, AT 4:35 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

5844747 8100V
SR# 20185375968

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

Authentication: 202969088
Date: 06-27-18

TRADEMARK
REEL: 008269 FRAME: 0288

CERTIFICATE OF INCORPORATION

OF

CLEARFORCE, INC.

(Pursuant to the General Corporation Law of the State of Delaware)

ARTICLE I

The name of the company is ClearForce, Inc. (the “**Company**”).

ARTICLE II

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

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “**DGCL**”).

ARTICLE IV

A. The total number of shares of capital stock that the Company is authorized to issue is 61,813,255 shares, consisting of 40,000,000 shares of Common Stock, par value \$0.0001 per share (the “**Common Stock**”), and 21,813,255 shares of Preferred Stock, par value \$0.0001 per share (the “**Preferred Stock**”).

B. The Preferred Stock shall be divided into series. The first series shall consist of 21,813,255 shares and shall be designated “**Series Seed Preferred Stock**”.

C. The designations, powers, preferences, and relative participating, optional and other special rights and the qualifications, limitations and restrictions of the Preferred Stock shall be as follows:

1. Dividends. Dividends may be paid on the Common Stock when, as and if declared by the Board of Directors (the “**Board**”), subject to Section C.6 hereof. If any such dividend is paid on any share of Common Stock, such dividend shall be distributed among all holders of Common Stock and Series Seed Preferred Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Series Seed Preferred Stock were converted to Common Stock at the then effective conversion rate.

2. Liquidation Preference.

(a) In the event of a Liquidation Event (as defined in Section C.2(c) hereof), whether voluntary or involuntary, the holders of Series Seed Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the proceeds of such Liquidation Event to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the Series Seed Original Issue Price, plus all declared but unpaid dividends, on each such share of Series Seed Preferred Stock held by them. If, upon the occurrence of such Liquidation Event, the proceeds thus distributed among the holders of Series Seed Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire proceeds legally available for distribution shall be distributed ratably among the holders of Series Seed Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive. For purposes of this Certificate of Incorporation (the "Certificate"), the "Series Seed Original Issue Price" shall mean \$0.16841 per share of Series Seed Preferred Stock, as adjusted for any stock dividends, stock splits, stock combinations, recapitalizations or similar events with respect to such shares.

(b) After payment to the holders of Series Seed Preferred Stock of the preferential amounts required by Section C.2(a) hereof, all remaining proceeds legally available for distribution to stockholders of the Company shall be distributed pro rata among the holders of Common Stock based on the number of shares of Common Stock then held by them.

(c) For purposes of this Section C.2, a "Liquidation Event" shall mean: (i) a liquidation, dissolution or winding up of the Company; (ii) an acquisition of the Company by another person or entity by means of any transaction or series of related transactions to which the Company is a party (including, without limitation, a merger, consolidation or other corporate reorganization), other than an acquisition in which the shares of capital stock held by stockholders of the Company immediately prior to such acquisition continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately after such acquisition and by virtue of the acquisition, a majority of the total outstanding voting power of the surviving or acquiring person or entity; (iii) a sale, lease, exclusive license (unless granted in the ordinary course of business) or other disposition of all or substantially all of the assets of the Company, except where such sale, lease, exclusive license or other disposition is to a wholly owned subsidiary of the Company; or (iv) a transaction or series of related transactions to which the Company is a party (whether by merger, consolidation, stock acquisition or otherwise) in which a majority of the total outstanding voting power of the Company is transferred. Notwithstanding the foregoing sentence, a transaction shall not constitute a Liquidation Event if the primary purpose is to change the jurisdiction of the Company's incorporation, create a holding company that will be owned in substantially the same proportions by the persons who held the Company's securities immediately before such transaction or engage in a bona fide equity financing transaction. The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series Seed Preferred Stock, voting as a separate class.

(d) If the proceeds to be received by the Company or its stockholders are other than cash, the value of such proceeds shall be their fair market value as determined in good faith by the Board; provided, however, that any securities shall be valued as follows:

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

(A) If traded on a national securities exchange or a national quotation system, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading-day period ending three (3) trading days prior to the closing of such transaction;

(B) If actively traded over the counter, the value shall be deemed to be the average of the closing bid prices over the ten (10) trading-day period ending three (3) trading days prior to the closing of such transaction;

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

(D) For the purposes of this Section C.2(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (1) for securities traded primarily on the New York Stock Exchange or the Nasdaq Stock Market, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day, and (2) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in Section C.2(d)(i) to reflect the approximate fair market value thereof, as determined in good faith by the Board.

(e) Notwithstanding any provision in this Section C.2 to the contrary, for purposes of determining the amount each holder of Series Seed Preferred Stock is entitled to receive with respect to a Liquidation Event, each such holder of Series Seed Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder's shares of Series Seed Preferred Stock into shares of Common Stock immediately prior to the Liquidation Event 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 shares of Series Seed Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Series Seed 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 the Series Seed Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Common Stock.

3. Redemption. The share of Series Seed Preferred Stock shall not be redeemable at the option of the holders thereof.

4. Voting Rights.

(a) General Voting Rights. Each holder of shares of Series Seed Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series Seed Preferred Stock could be converted on the record date for the vote or consent of stockholders and, except as otherwise required by law or this Certificate, shall have voting rights and powers equal to the voting rights and powers of the Common Stock. Each holder of shares of Series Seed Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company and shall vote with holders of the Common Stock as a single class on an as-converted basis upon the election of directors and upon any other matter submitted to a vote of stockholders, except as to those matters required by law or this Certificate to be submitted to a class vote. Fractional votes by the holders of Series Seed Preferred Stock shall not, however, be permitted, and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series Seed Preferred Stock held by each holder could be converted) shall be disregarded.

(b) Voting for Directors.

(i) The holders of a majority of the outstanding shares of Common Stock and Series Seed Preferred Stock, voting together as a single class, shall be entitled to elect seven (7) members of the Board. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class, classes or series entitled to elect such director shall constitute a quorum for the purpose of electing such director.

(ii) In the event of a vacancy in any directorship with respect to which the holders of a class or series are entitled to elect the director pursuant to subsection (i) above, such vacancy shall be filled only by the affirmative vote or written consent of the holders of a majority of the outstanding shares of such class or series or by any remaining director or directors elected by the holders of such class or series. If the holders of shares of a class or series entitled to elect directors pursuant to subsection (i) above fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, then any directorship not so filled shall remain vacant until such time as the holders of such class or series elect a person or persons to fill such directorships in the manner provided in this Section C.4(b).

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

(a) Right to Convert. Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer or other agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series Seed Original Issue Price by the conversion price for the Series Seed Preferred Stock (the "**Series Seed Conversion Price**") in effect on the date the certificate is surrendered for conversion. The

Series Seed Conversion Price shall initially be \$0.16841 and shall be subject to adjustment as set forth in this Section C.5.

(b) Automatic Conversion. Each share of Series Seed Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Series Seed Conversion Price for such share upon the earlier of (i) the date, or the occurrence of an event, specified by the vote or written consent of holders of at least a majority of the shares of Series Seed Preferred Stock then outstanding, or (ii) the closing of the sale of the Company's Common Stock to the public at a price of at least \$0.50523 per share (as adjusted for any stock dividends, stock splits, stock combinations, recapitalizations or similar events with respect to such shares) in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (the "Securities Act"), other than a registration relating solely to a transaction under Rule 145 under the Securities Act (or any successor thereto) or to an employee benefit plan of the Company, that results in gross offering proceeds (before deduction of underwriters' discounts and expenses) to the Company of not less than \$30,000,000.

(c) Mechanics of Conversion.

(i) Except as provided in Section C.5(c)(ii) or C.5(c)(iii) hereof, before any holder of Series Seed Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer or other agent for such stock, and shall give written notice to the Company at such office of such holder's election to convert the same and shall state therein the number of shares to be converted and the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Company shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series Seed Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series Seed 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 on such date.

(ii) If the conversion is in connection with an underwritten offering of securities pursuant to the Securities Act, the conversion may, at the option of any holder tendering shares of Series Seed Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series Seed Preferred Stock shall not be deemed to have converted such Series Seed Preferred Stock until immediately prior to the closing of such sale of securities.

(iii) If the conversion is in connection with the automatic conversion provisions set forth in Section C.5(c)(i) hereof, such conversion shall be deemed to have been made on the conversion date specified in the stockholder vote or consent (automatically without any further action by the holder of such shares and whether or not the certificate representing such shares has been surrendered to the Company or its transfer or other agent), and the persons entitled to receive the shares of Common Stock issuable upon such conversion shall

be treated for all purposes as the record holders of such shares of Common Stock on such date; provided, however, that until certificates for the shares of Series Seed Preferred Stock that have been converted have been delivered to the Company or its transfer or other agent, the Company shall not be obligated to issue certificates representing the shares of Common Stock issuable upon such conversion.

(d) Adjustments to Conversion Price for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that the Company at any time or from time to time after the Original Issue Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock as provided below), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Series Seed Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that the Company shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Company shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(e) Adjustments to Conversion Price for Recapitalizations and Reorganizations. If the Common Stock issuable upon conversion of the Series Seed Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section C.5(d) above or a Liquidation Event referred to in Section C.2(c) above), the Series Seed Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or recapitalization, be adjusted, and other provision shall be made, so that the Series Seed Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders thereof would otherwise have been entitled to receive, such number of shares of stock or other securities, cash or property that would have been subject to receipt by such holders upon conversion of the Series Seed Preferred Stock immediately before such change. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section C.5(e) with respect to the rights of the holders of the Series Seed Preferred Stock after such reorganization or recapitalization such that the provisions of this Section C.5(e) (including adjustment of the Series Seed Conversion Price then in effect and the number of shares issuable upon conversion of the Series Seed Preferred Stock) shall be applicable after such event as nearly equivalent as may be practicable.

(f) Other Distributions. In the event the Company shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Company or other persons, assets (excluding cash dividends) or options or rights not referred to in Section C.5(e) hereof, and other than as set forth in Section C.2(c) hereof, then, in each such case for the purpose of this Section C.5(f), the holders of the Series Seed Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the

number of shares of Common Stock of the Company into which their shares of Series Seed Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Company entitled to receive such distribution.

(g) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series Seed Conversion Price pursuant to this Section C.5, the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series Seed Preferred Stock a certificate executed by the Company's President or Chief Financial Officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon the written request at any time of any holder of Series Seed Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series Seed Conversion Price at the time in effect, and (iii) 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 the Series Seed Preferred Stock.

(h) Notices of Record Date. In the event that the Company shall propose at any time (i) to take a record of the holders of its Common Stock for the purpose of declaring any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, or offering for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (ii) to effect any reorganization or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iii) to effect any Liquidation Event; then, in connection with each such event, the Company shall send to the holders of Series Seed Preferred Stock;

(A) at least ten (10) days' prior written notice of (1) the date on which a record shall be taken for such dividend, distribution or subscription rights referred to in clause (i) above (and specifying the date on which the holders of Common Stock shall be entitled thereto) or (2) the date for determining rights to vote, if any, in respect of the events referred to in clauses (ii) and (iii) above; and

(B) in the case of the events referred to in clauses (ii) and (iii) above, at least ten (10) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for stock, securities, cash or other property deliverable upon the occurrence of such event).

The notice provisions set forth in this Section C.5(h) may be shortened or waived prospectively or retrospectively by the consent or vote of the holders of a majority of the outstanding shares of Series Seed Preferred Stock, voting as a separate class.

(i) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series Seed Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series Seed 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 the Series Seed Preferred Stock, the Company shall 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 purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

(j) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Series Seed Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series Seed Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. Any such fractional share so resulting shall be paid in cash based on the then fair market value of a share of Common Stock as determined in good faith by the Board.

6. Protective Provisions. So long as at least 5,453,314 shares of Series Seed Preferred Stock (as adjusted for any stock dividends, stock splits, stock combinations, recapitalizations or similar events with respect to such shares) remain outstanding, the Company shall not (by way of amendment, merger, consolidation, reclassification or otherwise), without the affirmative vote or written consent by the holders of a majority of the outstanding shares of Series Seed Preferred Stock, voting as a separate class:

(a) Increase or decrease (other than by redemption or conversion) the authorized number of shares of Common Stock or Preferred Stock;

(b) Amend this Certificate or the Company's Bylaws so as to alter or change adversely the preferences, rights, privileges or powers of, or increase the restrictions upon, the Series Seed Preferred Stock;

(c) Consummate a Liquidation Event expected to result in proceeds per share to holders of the Series Seed Preferred Stock less than three times (3x) the Series Seed Original Issue Price; or

(d) Redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any Common Stock or Preferred Stock of the Company; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock (A) from employees, officers, directors, consultants or other persons performing services for the Company or any subsidiary pursuant to agreements under which the Company has the right to repurchase such shares at cost (or at the lesser of cost or the then fair market value) upon the occurrence of certain events, such as the termination of employment or other service, or (B) pursuant to the exercise by the Company (whether contractually or pursuant to its Bylaws) of any rights of first refusal with respect to such shares (the exercise of which is approved by the Board).

7. Status of Converted Stock. In the event any shares of Series Seed Preferred Stock shall be converted pursuant to Section C.5 hereof, the shares so converted shall be cancelled and shall not be issuable by the Company. This Certificate shall be appropriately amended to effect the corresponding reduction in the Company's authorized capital stock.

8. Notices. Any notice required by the provisions of this Section C to be given to the holders of shares of Series Seed Preferred Stock shall be deemed given if such notice (i) is deposited in the United States first class mail, postage prepaid, and addressed to each holder of record at his or her address appearing on the books of the Company, (ii) is provided by electronic transmission in a manner permitted by Section 232 of the DGCL, or (iii) is provided in another manner then permitted by the DGCL.

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

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Company 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 Company, or other Liquidation Event, the assets of the Company shall be distributed as provided in Section C.2 hereof.

3. Redemption. The Common Stock is not redeemable at the option of the holders thereof.

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

ARTICLE V

To the extent sections of state corporations codes setting forth minimum requirements for the Company's retained earnings and/or net assets are applicable to the Company's repurchase of shares of Common Stock, such code sections shall not apply, to the greatest extent permitted by applicable law, with respect to repurchases by the Company of its Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for this Company or any subsidiary pursuant to agreements under which the Company has the right to repurchase such shares at cost upon the occurrence of certain events, such as the termination of service to the Company. Distributions by the Company may be made without regard to the "preferential dividends arrears amount" or any "preferential rights amount," as such terms may be defined in state corporations codes.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board shall have the power, subject to the provisions of Section C.6 of Article IV, to adopt, amend, repeal or otherwise alter the Bylaws of the Company without any action on the part of the stockholders; provided, however, that the grant of such power to the Board shall not divest the stockholders of

nor limit their power, subject to the provisions of Section C.6 of Article IV, to adopt, amend, repeal or otherwise alter the Bylaws.

ARTICLE VII

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

ARTICLE VIII

Subject to the provisions of this Certificate, including Section C.6 of Article IV, the Company reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Certificate in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE IX

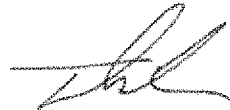
A. To the fullest extent permitted by the DGCL, as it presently exists or as it may hereafter be amended, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended to eliminate or limit further, or to authorize corporate action eliminating or limiting further the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

B. To the fullest extent permitted by the DGCL, as it presently exists or as it may hereafter be amended, the Company shall have the power to indemnify (and to advance expenses to) any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

C. Any amendment, repeal or modification of the foregoing provisions of this Article IX, or the adoption of any provision in this Certificate inconsistent with this Article IX, shall be prospective only and shall not adversely affect any right or protection of any director of the Company existing at the time of, or increase the liability of any director of the Company with respect to any acts or omissions of such director occurring prior to, such amendment, repeal, modification or adoption.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by a duly authorized officer of this corporation on the 26th day of June, 2018.

By: 
Name: Thomas J. Miller
Title: Incorporator

8000 Towers Crescent Dr, Ste 1525
Vienna, VA 22182

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 "CLEARFORCE LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CLEARFORCE LLC" TO "CLEARFORCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2018, AT 4:35 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

5844747 8100V
SR# 20185375968

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

Authentication: 202969088
Date: 06-27-18

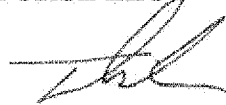
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STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Limited Liability Company first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the Limited Liability Company first formed is October 7, 2015.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is ClearForce LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is ClearForce, Inc.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Limited Liability Company, has executed this Certificate on the 26th day of June, 2018.

CLEARFORCE LLC



By: _____

Name: Thomas J. Miller

Title: CEO