

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT4416374

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
WASATCH MICROFLUIDICS, LLC	12/19/2013
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	WASATCH MICROFLUIDICS, INC.
<b>Street Address:</b>	825 N. 300 W.
<b>Internal Address:</b>	SUITE C325
<b>City:</b>	SALT LAKE CITY
<b>State/Country:</b>	UTAH
<b>Postal Code:</b>	84103
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	12487962
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(801)566-0750
<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>	8015666633
<b>Email:</b>	wiseman@tnw.com
<b>Correspondent Name:</b>	GARY P. OAKESON
<b>Address Line 1:</b>	8180 S. 700 E.
<b>Address Line 2:</b>	SUITE 350
<b>Address Line 4:</b>	SANDY, UTAH 84070
<b>ATTORNEY DOCKET NUMBER:</b>	02236-U4459.NP
<b>NAME OF SUBMITTER:</b>	GARY P. OAKESON
<b>SIGNATURE:</b>	/Gary P. Oakeson/
<b>DATE SIGNED:</b>	05/16/2017
<b>Total Attachments: 19</b>	
source=LLC to Corp Conversion DE stamped#page1.tif	
source=LLC to Corp Conversion DE stamped#page2.tif	
source=LLC to Corp Conversion DE stamped#page3.tif	
source=LLC to Corp Conversion DE stamped#page4.tif	

source=LLC to Corp Conversion DE stamped#page5.tif  
source=LLC to Corp Conversion DE stamped#page6.tif  
source=LLC to Corp Conversion DE stamped#page7.tif  
source=LLC to Corp Conversion DE stamped#page8.tif  
source=LLC to Corp Conversion DE stamped#page9.tif  
source=LLC to Corp Conversion DE stamped#page10.tif  
source=LLC to Corp Conversion DE stamped#page11.tif  
source=LLC to Corp Conversion DE stamped#page12.tif  
source=LLC to Corp Conversion DE stamped#page13.tif  
source=LLC to Corp Conversion DE stamped#page14.tif  
source=LLC to Corp Conversion DE stamped#page15.tif  
source=LLC to Corp Conversion DE stamped#page16.tif  
source=LLC to Corp Conversion DE stamped#page17.tif  
source=LLC to Corp Conversion DE stamped#page18.tif  
source=LLC to Corp Conversion DE stamped#page19.tif

# Delaware

PAGE 1

*The First State*

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 "WASATCH MICROFLUIDICS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "WASATCH MICROFLUIDICS, LLC" TO "WASATCH MICROFLUIDICS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2013, AT 12:17 O'CLOCK P.M.

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

4140715 8100V

131472586

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1012119

DATE: 12-26-13

PATENT  
REEL: 042471 FRAME: 0668

# Delaware

PAGE 2

*The First State*

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 CERTIFICATE OF INCORPORATION OF "WASATCH MICROFLUIDICS, INC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2013, AT 12:17 O'CLOCK P.M.

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

4140715 8100V

131472586



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1012119

DATE: 12-26-13

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

PATENT  
REEL: 042471 FRAME: 0669

**CERTIFICATE OF CONVERSION of  
WASATCH MICROFLUIDICS, LLC into WASATCH MICROFLUIDICS, INC.**

**ARTICLE I: Date and Jurisdiction of Formation of Converting Entity**

The Converting Entity was formed as a limited liability company under the laws of the State of Delaware with an effective date of April 11, 2006, and remains a Delaware limited liability company immediately prior to the effective date of the conversion accomplished hereby.

**ARTICLE II: Name of Converting Entity**

The name of the entity (the "Converting Entity") being converted hereby into a Delaware Corporation, immediately prior to the filing of this Certificate of Conversion is: WASATCH MICROFLUIDICS, LLC.

**ARTICLE III: Name of the Corporation**

The name of the new corporation as set forth in its Certificate of Incorporation filed concurrently herewith in accordance with Sections 103 and 265 of the Delaware Corporation Law is: WASATCH MICROFLUIDICS, INC.

**ARTICLE IV: Effective Date**

The effective date of the conversion shall be upon filing of this Certificate of Conversion.

**ARTICLE V: Approval**

The conversion has been duly approved by the requisite consent of the managers and members of the Converting Entity.

IN WITNESS WHEREOF, the Converting Entity has caused this Certificate of Conversion to be executed by its duly authorized representative effective as of the date set forth below.

Date: December 19<sup>th</sup>, 2013

WASATCH MICROFLUIDICS, LLC  
a Delaware limited liability company

By:   
Josh Eckman, President

**CERTIFICATE OF INCORPORATION  
OF  
WASATCH MICROFLUIDICS, INC.**

**I.**

The name of this corporation is **WASATCH MICROFLUIDICS, INC.** (the "**Company**").

**II.**

The address of the registered office of this Company in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The registered agent in charge thereof is National Registered Agents, Inc.

**III.**

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

**IV.**

The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock," and "Preferred Stock." Each share (the "**Shares**") of Common Stock and Preferred Stock shall have a par value of One One-Thousandth of a Dollar (\$ 0.001) per share. The class of Preferred Stock shall be divided into three series consisting of the "Series A Preferred Stock," the "Series B Preferred Stock," and the "Series C Preferred Stock." The total number of authorized shares of the Company is 6,891,486 shares, of which: 4,417,159 shares shall be Common Stock (the "**Common Shares**"), 344,923 shares of which shall be Series A Preferred Stock (the "**Series A Preferred Shares**"), 887,168 shares of which shall be Series B Preferred Stock (the "**Series B Preferred Shares**"), and 1,242,236 shares of which shall be Series C Preferred Stock (the "**Series C Preferred Shares**"). Collectively, the Series A Preferred Shares, Series B Preferred Shares, and Series C Preferred Shares shall be referred to as the "**Preferred Shares**". In addition, the Company is authorized to issue certain Reserved Securities, Options, and Convertible Securities (each as defined in Article IV.F below).

A. Simultaneous with the filing of this Certificate of Incorporation (this "**Certificate**") with the Delaware Secretary of State, there shall be filed a Certificate of Conversion of Wasatch Microfluidics, LLC, a Delaware limited liability company (the "**LLC**"), which LLC shall convert into the Company upon the filing of such Certificate of Conversion and this Certificate. Pursuant to the conversion of the LLC into the Company that is effected by the filing of this Certificate and the Certificate of Conversion (the "**Conversion**"), each Share of limited liability company interest of the LLC that was issued and outstanding immediately prior to the Conversion shall convert, on a one-to-one basis, to a share of stock of the Company

immediately after the Conversion is effective, such that each Common Unit shall convert into one Common Share, each Series A Preferred Share shall convert into one Series A Preferred Share, and each Series B Preferred Share shall convert into one Series B Preferred Shares.

B. Upon the effective date of the filing of this Certificate and immediately after the Conversion there shall be an aggregate of 553,767 Common Shares that are issued and outstanding to shareholders of the Company (the "**Common Shareholders**"), in an amount to each Common Shareholder that is equal to the number of Common Units in the LLC held by such person immediately prior to the Conversion.

C. Upon the effective date of the filing of this Certificate and immediately after the Conversion there shall be an aggregate of 344,923 Series A Preferred Shares that are issued and outstanding to shareholders of the Company (the "**Series A Preferred Shareholders**"), in an amount to each Series A Preferred Shareholder that is equal to the number of Series A Preferred Units in the LLC held by such person immediately prior to the Conversion.

D. Upon the effective date of the filing of this Certificate and immediately after the Conversion there shall be an aggregate of 884,956 Series B Preferred Shares that are issued and outstanding to shareholders of the Company (the "**Series B Preferred Shareholders**"), in an amount to each Series B Preferred Shareholder that is equal to the number of Series A Preferred Units in the LLC held by such person immediately prior to the Conversion.

E. Upon the effective date of the filing of this Certificate, the Company is authorized to issue up to 1,242,236 Series C Preferred Shares to persons (the "**Series C Preferred Shareholders**," and, collectively with the Series A Preferred Shareholders and the Series B Preferred Shareholders, the "**Preferred Shareholders**") who shall execute a Series C Preferred Stock Purchase Agreement with the Company.

F. Upon the effective date of the filing of this Certificate and immediately after the Conversion there shall be: (i) 1,277,636 Common Shares (the "**Option Shares**") reserved and authorized for issuance pursuant to option agreements, of which 130,000 are reserved for issuance pursuant to future option grants to officers, employees and independent contractors of the Company; (ii) 111,429 Common Shares reserved and authorized for issuance pursuant to warrants (the "**Common Warrant Shares**"); (iii) 2,212 Series B Preferred Shares reserved and authorized for issuance pursuant to warrants (the "**Series B Warrant Shares**"); and (iv) 2,474,327 Common Shares reserved and authorized for issuance as necessary for the conversion of the Preferred Shares (the "**Conversion Shares**" and, together with the Option Shares, the Common Warrant Shares, and the Series B Warrant Shares, the "**Reserved Securities**").

G. The Board of Directors shall be authorized to issue certificates reflecting the number, class, and series of Shares held by each "**Shareholder**" (when used alone and not accompanied by the term "Common" or "Preferred", the term "Shareholder" shall refer to any holder of Common Shares or Preferred Shares without regard to class or series) of the Company and bearing appropriate legends with respect to restrictions on the transfer thereof.

H. For purposes of this Certificate, the term (but subject to the terms of Article VI Section D of this Certificate) "**Majority Consent**" shall mean the written consent or affirmative

vote of any of the following, respectively: (i) Shareholders holding a majority of the outstanding Common Shares, Series A Preferred Shares (on an as-converted into Common Shares basis), Series B Preferred Shares (on an as-converted into Common Shares basis), and Series C Preferred Shares (on an as-converted into Common Shares basis); (ii) Series A Preferred Shareholders holding a majority of the outstanding Series A Preferred Shares, in connection with any action requiring approval of the Series A Preferred Shareholders; (iii) Series B Preferred Shareholders holding a majority of the outstanding Series B Preferred Shares, in connection with any action requiring approval of the Series B Preferred Shareholders; (iv) Series C Preferred Shareholders holding a majority of the outstanding Series C Preferred Shares, in connection with any action requiring approval of the Series C Preferred Shareholders; (v) Preferred Shareholders holding a majority of the outstanding Preferred Shares, in connection with any action requiring approval of the Preferred Shareholders; (vi) Common Shareholders holding a majority of the outstanding Common Shares, in connection with any action requiring approval of the Common Shareholders; and (vi) a majority of the Directors then appointed to the Board of Directors, in connection with any action requiring the approval of the Board of Directors.

**I. Rights and Privileges of the Common Shares.**

1. **Voting.** With respect to all matters requiring the approval of the Shareholders (other than those matters which require the separate approval of the Preferred Shareholders), the Common Shareholders shall vote with the Preferred Shareholders as a single class and shall be entitled to one (1) vote for each Common Share.

2. **Alteration or Change of Rights.** The rights, preferences and privileges of the Common Shareholders and Common Shares may not be changed without a Majority Consent of the Common Shareholders.

**J. Rights and Privileges of the Preferred Shares.**

1. **Voting.** With respect to all matters requiring the approval of the Shareholders (other than those matters which require the separate approval of the Common Shareholders), the Preferred Shareholders shall vote with the Common Shareholders as a single class and shall have the right to one vote for each Common Share into which their Preferred Shares are then convertible. With respect to all matters requiring the approval of the Preferred Shareholders, separate from the approval of the Common Shareholders, the Preferred Shareholders shall vote as a single class and shall have the right to one vote for each Preferred Share.

2. **Liquidation Preference.** In the event of (i) the Company's merger into or consolidation with any other entity, or any other reorganization or transfer of the equity interests in the Company, in which the holders of the Company's outstanding equity interests immediately prior to such transaction receive or retain, in connection with such transaction on account of their equity interests, securities representing less than 50% of the voting power of the entity surviving such transaction, except for a merger effected exclusively for the purpose of changing the domicile of the Company (a "***Change of Control***"); (ii) the closing of a sale or other disposition of all or substantially all of the Company's assets; or (iii) the liquidation, dissolution, or winding up of the Company (the events described in clause (i), (ii)



and (iii), each, a "**Deemed Liquidation Event**"), the assets and funds of the Company following the Deemed Liquidation Event and all proceeds to be paid to the Company or the Shareholders in connection with the Deemed Liquidation Event shall be paid or distributed, as applicable, to the Shareholders in the manner set forth as follows:

(i) first, to the payment and discharge of all Company debts and liabilities (other than debts and liabilities assumed by the purchaser of the Company or another entity in connection with the Deemed Liquidation Event, or to the establishment of any reasonable reserves for contingent or unliquidated debts and liabilities, in the order of priority as provided by law;

(ii) second, to payment of the expenses and costs associated with the Deemed Liquidation Event;

(iii) third, *pari passu* to the Preferred Shareholders, pro rata based on the Series A Preferred Liquidation Preference Amount (defined below), Series B Preferred Liquidation Preference Amount (defined below), and/or Series C Preferred Liquidation Preference Amount (defined below), as the case may be, payable to each Preferred Shareholder, until each Preferred Shareholder has received a distribution equal to such Preferred Shareholder's Series A Preferred Liquidation Preference Amount, Series B Preferred Liquidation Preference Amount, and/or Series C Preferred Liquidation Preference Amount, as the case may be, provided that if in the event that the proceeds or assets remaining after the payment or distribution of all amounts required under Article IV.J.2(i) and Article IV.J.2(i)(ii) are insufficient to pay the Series A Preferred Liquidation Preference Amount, Series B Preferred Liquidation Preference Amount, and Series C Preferred Liquidation Preference Amount in full, then the remaining proceeds or assets shall be distributed ratably to the Preferred Shareholders in proportion to the full preferential amounts to which each Preferred Shareholder would otherwise be respectively entitled; and

(iv) thereafter, to all of the Shareholders, pro rata in accordance with their Shares, on an as-converted to Common Shares basis.

If the proceeds received by the Company in connection with a Deemed Liquidation Event are in a form other than cash (the "**Non-Cash Proceeds**"), the Non-Cash Proceeds shall, for purposes of payment or distribution pursuant to this Article IV.J.2, have the same value assigned to the Non-Cash Proceeds by the Company and (a) the Person acquiring the Company in connection with the Deemed Liquidation Event; or (b) such other third party Person substantially involved in connection with creating the Deemed Liquidation Event.

The "**Series A Preferred Liquidation Preference Amount**" means, with respect to each Series A Preferred Shareholder, an amount equal to the Series A Preferred Share Purchase Price, multiplied by the number of Series A Preferred Shares held by such Series A Preferred Shareholder, provided that in the event that the proceeds or assets remaining after the payment or distribution of all amounts required under Article IV.J.2(i) and Article IV.J.2(i)(ii) are insufficient to pay the Series A Preferred Liquidation Preference Amount to each Series A Preferred Shareholder in full, then the remaining proceeds or assets shall be distributed ratably.

in participation with the Series B Preferred Shareholders and Series C Preferred Shareholders, and in proportion to the full preferential amounts to which each Preferred Shareholder would otherwise be respectively entitled pursuant to Article IV.J.2(iii).

The "**Series B Preferred Liquidation Preference Amount**" means, with respect to each Series B Preferred Shareholder, an amount equal to the Series B Preferred Share Purchase Price, multiplied by the number of Series B Preferred Shares held by such Series B Preferred Shareholder, provided that in the event that the proceeds or assets remaining after the payment or distribution of all amounts required under Article IV.J.2(i) and Article IV.J.2(i)(ii) are insufficient to pay the Series B Preferred Liquidation Preference Amount to each Series B Preferred Shareholder in full, then the remaining proceeds or assets shall be distributed ratably, in participation with the Series A Preferred Shareholders and Series C Preferred Shareholders, and in proportion to the full preferential amounts to which each Preferred Shareholder would otherwise be respectively entitled pursuant to Article IV.J.2(iii).

The "**Series C Preferred Liquidation Preference Amount**" means, with respect to each Series C Preferred Shareholder, an amount equal to the Series C Preferred Share Purchase Price, multiplied by the number of Series C Preferred Shares held by such Series C Preferred Shareholder, provided that in the event that the proceeds or assets remaining after the payment or distribution of all amounts required under Article IV.J.2(i) and Article IV.J.2(i)(ii) are insufficient to pay the Series C Preferred Liquidation Preference Amount to each Series C Preferred Shareholder in full, then the remaining proceeds or assets shall be distributed ratably, in participation with the Series A Preferred Shareholders and Series B Preferred Shareholders, and in proportion to the full preferential amounts to which each Preferred Shareholder would otherwise be respectively entitled pursuant to Article IV.J.2(iii).

### 3. Conversion Rights

#### (i) Optional Conversion.

(A) The "**Series A Preferred Share Purchase Price**" is \$0.86 per Series A Preferred Share. The "**Series A Preferred Share Conversion Price**" shall initially be \$0.86, subject to adjustment from time to time pursuant to Article IV.J.4. A Series A Preferred Shareholder may, at any time and in such Series A Preferred Shareholder's sole discretion, convert any Series A Preferred Shares into such number of Common Shares as is determined by dividing the Series A Preferred Share Purchase Price by the Series A Preferred Share Conversion Price, and multiplying the resulting conversion rate (the "**Series A Preferred Share Conversion Rate**") by the number of Series A Preferred Shares being converted.

(B) The "**Series B Preferred Share Purchase Price**" is \$1.13 per Series A Preferred Share. The "**Series B Preferred Share Conversion Price**" shall initially be \$1.13, subject to adjustment from time to time pursuant to Article IV.J.iv. A Series B Preferred Shareholder may, at any time and in such Series B Preferred Shareholder's sole discretion, convert any Series B Preferred Shares into such number of Common Shares as is determined by dividing the

Series B Preferred Share Purchase Price by the Series B Preferred Share Conversion Price, and multiplying the resulting conversion rate (the "**Series B Preferred Share Conversion Rate**") by the number of Series B Preferred Shares being converted.

(C) The "**Series C Preferred Share Purchase Price**" is \$1.61 per Series C Preferred Share. The "**Series C Preferred Share Conversion Price**" shall initially be \$1.61, subject to adjustment from time to time pursuant to Article IV.J.iv. A Series C Preferred Shareholder may, at any time and in such Series C Preferred Shareholder's sole discretion, convert any Series C Preferred Shares into such number of Common Shares as is determined by dividing the Series C Preferred Share Purchase Price by the Series C Preferred Share Conversion Price, and multiplying the resulting conversion rate (the "**Series C Preferred Share Conversion Rate**") by the number of Series C Preferred Shares being converted.

(D) Each Preferred Shareholder who desires to convert Preferred Shares into Common Shares shall (i) if the Shares are certificated, surrender the certificate or certificates therefor, duly endorsed, to the Company; and (ii) give written notice to the Company that such Preferred Shareholder desires to convert such Preferred Shares (the "**Conversion Notice**"). The Conversion Notice shall state the number and series of the Preferred Shares being converted. If the Company has issued certificates for the Shares, the Company shall then, as soon as practicable, issue and deliver to such Preferred Shareholder a certificate or certificates for the number of Common Shares to which such Preferred Shareholder is entitled. Such conversion shall be deemed to have been made at the close of business on the date the Company receives the Conversion Notice and, if applicable, the certificates representing the Preferred Shares to be converted, and the Preferred Shareholder shall be treated for all purposes as the holder of the Common Shares from such date. If the Shares are certificated, upon conversion of only a portion of the Preferred Shares represented by any certificate, a new certificate shall be issued representing the unconverted portion of the certificate so surrendered. A Preferred Shareholder may condition the conversion of any Preferred Shares upon the satisfaction of one or more conditions precedent set forth in the Conversion Notice.

(ii) **Automatic Conversion.**

(A) Each Series A Preferred Share shall automatically be converted into Common Shares at the then-effective Series A Preferred Share Conversion Price for such Series A Preferred Share at the election of the Series A Preferred Shareholders by Majority Consent. Upon the automatic conversion of the Series A Preferred Shares, all outstanding Series A Preferred Shares shall be converted automatically without any further action by the Series A Preferred Shareholders and whether or not any certificates representing such Series A Preferred Shares are surrendered to the Company. Upon the occurrence of an automatic conversion of the Series A Preferred Shares, the Series A Preferred

Shareholders shall surrender any certificates representing such Series A Preferred Shares to the Company and, thereupon, the Company shall as soon as practicable thereafter issue and deliver to each Series A Preferred Shareholder, a certificate or certificates for the number of Common Shares into which the surrendered Series A Preferred Shares were convertible on the date on which such automatic conversion occurred.

(B) Each Series B Preferred Share shall automatically be converted into Common Shares at the then-effective Series B Preferred Share Conversion Price for such Series B Preferred Share at the election of the Series B Preferred Shareholders by Majority Consent of the Series B Preferred Shareholders. Upon the automatic conversion of the Series B Preferred Shares, all outstanding Series B Preferred Shares shall be converted automatically without any further action by Series B Preferred Shareholders and whether or not any certificates representing such Series B Preferred Shares are surrendered to the Company. Upon the occurrence of an automatic conversion of the Series B Preferred Shares, the Series B Preferred Shareholders shall surrender any certificates representing such Series B Preferred Shares to the Company and, thereupon, the Company shall as soon as practicable thereafter issue and deliver to each Series B Preferred Shareholder, a certificate or certificates for the number of Common Shares into which the surrendered Series B Preferred Shares were convertible on the date on which such automatic conversion occurred.

(C) Each Series C Preferred Share shall automatically be converted into Common Shares at the then-effective Series C Preferred Share Conversion Price for such Series C Preferred Share at the election of the Series C Preferred Shareholders by Majority Consent of the Series C Preferred Shareholders. Upon the automatic conversion of the Series C Preferred Shares, all outstanding Series C Preferred Shares shall be converted automatically without any further action by Series C Preferred Shareholders and whether or not any certificates representing such Series C Preferred Shares are surrendered to the Company. Upon the occurrence of an automatic conversion of the Series C Preferred Shares, the Series C Preferred Shareholders shall surrender any certificates representing such Series C Preferred Shares to the Company and, thereupon, the Company shall as soon as practicable thereafter issue and deliver to each Series C Preferred Shareholder, a certificate or certificates for the number of Common Shares into which the surrendered Series C Preferred Shares were convertible on the date on which such automatic conversion occurred.

(D) Any certificates evidencing Preferred Shares which are required to be surrendered for conversion in accordance with the provisions of this Article IV.J.3(ii) shall, from and after the mandatory conversion date, be deemed to have been retired and cancelled and the Preferred Shares represented thereby converted into Common Shares for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date.

4. **Adjustments to Preferred Share Conversion Price**

(i) **Definitions.** For purposes of this Article IV.J.4, the following definitions shall apply:

(A) "**Additional Shares**" shall mean all Shares issued by the Company, or deemed issued pursuant to Article IV.J.4(iv), after the Effective Date of this Certificate, other than (a) Conversion Shares; (b) Reserved Securities; (c) in a transaction for which an adjustment to the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series B Preferred Share Conversion Price has been made pursuant to Article IV.J.4(v), Article IV.J.4(vi), or Article IV.J.4(vii), or (d) Shares issued or deemed issued in any other transaction approved by a Majority Consent of the Board of Directors and the Preferred Shareholders (collectively, the "**Excluded Shares**").

(B) "**Convertible Securities**" shall mean any Shares or other securities convertible into Additional Shares.

(C) "**Effective Price**," with respect to Additional Shares, shall mean the quotient determined by dividing (1) the total number of Additional Shares issued or deemed to be issued, into (2) the aggregate consideration received, or deemed to have been received by the Company for such issuance.

(D) "**Options**" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Shares (including, without limitation, any Common Shares or Preferred Shares) or Convertible Securities (other than rights of first refusal).

(ii) **Adjustments.** If, at any time the Company issues or sells Additional Shares, or is deemed to have issued or sold Additional Shares:

(A) for an Effective Price less than the then effective Series A Preferred Share Conversion Price with respect to any Series A Preferred Shares, then the Series A Preferred Share Conversion Price in effect immediately prior to such transaction shall be reduced, concurrently with such issuance or sale, to a price determined by multiplying such Series A Preferred Share Conversion Price by a fraction, (1) the numerator of which shall be (i) the number of Shares outstanding immediately prior to such issuance (as adjusted for splits, distributions, combinations, capitalizations and the like and including all Shares issuable upon the conversion or exercise of all Options and Convertible Securities) plus (ii) the number of Common Shares that the aggregate consideration received by the Company for the total number of Additional Shares so issued would purchase at such Series A Preferred Share Conversion Price; and (2) the denominator of which shall be (i) the number of Shares outstanding immediately prior to such issuance (as adjusted for splits, distributions, combinations, capitalizations and the like and including Shares

issuable upon the conversion or exercise of all Options and Convertible Securities plus (ii) the number of such Additional Shares so issued.

(B) for an Effective Price less than the then effective Series B Preferred Share Conversion Price with respect to any Series B Preferred Shares, then the Series B Preferred Share Conversion Price in effect immediately prior to such transaction shall be reduced, concurrently with such issuance or sale, to a price determined by multiplying such Series B Preferred Share Conversion Price by a fraction, (1) the numerator of which shall be (i) the number of Shares outstanding immediately prior to such issuance (as adjusted for splits, distributions, combinations, capitalizations and the like and including all Shares issuable upon the conversion or exercise of all Options and Convertible Securities) plus (ii) the number of Common Shares that the aggregate consideration received by the Company for the total number of Additional Shares so issued would purchase at such Series B Preferred Share Conversion Price; and (2) the denominator of which shall be (i) the number of Shares outstanding immediately prior to such issuance (as adjusted for splits, distributions, combinations, capitalizations and the like and including Shares issuable upon the conversion or exercise of all Options and Convertible Securities plus (ii) the number of such Additional Shares so issued.

(C) for an Effective Price less than the then effective Series C Preferred Share Conversion Price with respect to any Series C Preferred Shares, then the Series C Preferred Share Conversion Price in effect immediately prior to such transaction shall be reduced, concurrently with such issuance or sale, to a price determined by multiplying such Series C Preferred Share Conversion Price by a fraction, (1) the numerator of which shall be (i) the number of Shares outstanding immediately prior to such issuance (as adjusted for splits, distributions, combinations, capitalizations and the like and including all Shares issuable upon the conversion or exercise of all Options and Convertible Securities) plus (ii) the number of Common Shares that the aggregate consideration received by the Company for the total number of Additional Shares so issued would purchase at such Series C Preferred Share Conversion Price; and (2) the denominator of which shall be (i) the number of Shares outstanding immediately prior to such issuance (as adjusted for splits, distributions, combinations, capitalizations and the like and including Shares issuable upon the conversion or exercise of all Options and Convertible Securities plus (ii) the number of such Additional Shares so issued.

(iii) **Adjustment Calculations.** For purposes of making calculations for determining any adjustment to the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series C Preferred Share Conversion Price:

(A) The number of Shares outstanding as of a given date shall be the sum of (1) the number of Common Shares actually outstanding, (2) the number of Common Shares into which the then outstanding Preferred

Shares and any other Convertible Securities and Options could be converted or exercised if fully converted or exercised on the date immediately preceding such given date, and (3) any other Additional Shares deemed to be issued and outstanding pursuant to the provisions of this Article IV.J.4.

(B) The amount of the consideration received by the Company for the issuance of any Additional Shares shall: (1) insofar as it consists of cash, be computed at the gross amount of cash received by the Company for such Additional Shares, before deducting therefrom any underwriting or similar commissions, discounts, compensation or concessions paid or allowed by the Company to underwriters or dealers or others performing similar services or for any expenses incurred in connection therewith; (2) insofar as it consists of property other than cash, be computed at the fair value of that property at the time of such issue, as determined in good faith by the Board; and (3) in the event Additional Shares are issued or sold together with other securities or other assets of the Company for consideration which covers both, be computed as the portion of such consideration so received with respect to such Additional Shares, as determined in good faith by the Board of Directors to be allocable to such Additional Shares.

(C) The consideration per Share received by the Company for Additional Shares deemed to have been issued pursuant to Options and Convertible Securities shall be determined by dividing: (1) the total amount, if any, received or receivable by the Company as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Company upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by (2) the maximum number of Shares (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities or, in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

(iv) **Deemed Issuance of Additional Units.** If the Company at any time shall issue any Options or Convertible Securities (other than Excluded Shares), then the maximum number of Shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) currently issuable upon the exercise of such Options or, in the case of Convertible Securities and Options for Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares issued as of the time of

such issue, provided that in any such case in which Additional Shares are deemed to be issued:

(A) no further adjustments in the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series C Preferred Share Conversion Price shall be made upon the subsequent issuance of such Convertible Securities or Shares upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Company, or decrease or increase in the number of Shares issuable, upon the exercise, conversion or exchange thereof, the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series C Preferred Share Conversion Price, as the case may be, computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(C) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that shall not have been exercised, the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series C Preferred Share Conversion Price, as the case may be, computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(a) in the case of Convertible Securities or Options, the only Additional Shares issued were the Shares, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Company for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Company upon such exercise, or for the issue of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Company upon such conversion or exchange; and

(b) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Company for the Additional Shares deemed to have been then issued was the consideration actually received by the Company for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Company upon the issue of the Convertible Securities with respect to which such Options were actually exercised.



(D) no readjustment pursuant to Article IV.J.4(iv)(B) or Article IV.J.4(iv)(B) shall have the effect of increasing the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series C Preferred Share Conversion Price to an amount that exceeds the lower of (i) the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series C Preferred Share Conversion Price, as the case may be, as applicable on the original adjustment date or (ii) the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, or Series C Preferred Share Conversion Price, as the case may be, that would have resulted from any issuance of Additional Shares (other than those with respect to which the adjustment is being made) between the original adjustment date and such readjustment date.

(v) **Adjustment for Splits and Combinations.** If the Company shall at any time or from time to time effect a subdivision of the outstanding Common Shares without a corresponding subdivision of the Preferred Shares, then the Series A Preferred Share Conversion Rate, Series B Preferred Share Conversion Rate, and Series C Preferred Share Conversion Rate in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Company shall at any time combine the outstanding Common Shares into a smaller number of Shares without a corresponding combination of the Preferred Shares, then the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, and Series C Preferred Share Conversion Price in effect immediately before the combination shall be proportionately increased.

(vi) **Adjustment for Dividends.** If the Company at any time makes a dividend payable in additional Common Shares, the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, and Series C Preferred Share Conversion Price as then in effect shall be proportionately decreased as of the time of such issuance by multiplying the Series A Preferred Share Conversion Price, Series B Preferred Share Conversion Price, and Series C Preferred Share Conversion Price then in effect by a fraction (1) the numerator of which is the total number of Common Shares issued and outstanding immediately prior to the time of such issuance, and (2) the denominator of which is the total number of Common Shares issued and outstanding immediately prior to the time of such issuance plus the number of Common Shares issuable in payment of such dividend.

(vii) **Adjustment for Reclassification, Exchange and Substitution.** If at any time the Common Shares issuable upon the conversion of the Preferred Shares are changed into the same or a different number of Shares of any class or classes of Shares, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of Shares or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Article IV.J.4), then in any such event each Preferred Shareholder shall have the right thereafter to convert such Preferred Shares into the kind and amount of Shares and other securities and property receivable upon such

recapitalization, reclassification or other change by holders of the maximum number of Common Shares into which such Preferred Shares could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms hereof.

**(viii) Reservation of Common Shares Issuable Upon Conversion.** The Company shall at all times reserve and keep available, solely for the purpose of effecting the conversion of the shares of the Preferred Shares, such number of Common Shares as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Shares. If at any time the number of reserved Common Shares shall not be sufficient to effect the conversion of all then outstanding Preferred Shares, the Company shall take such action as is necessary to increase the number of reserved Common Shares as shall be sufficient for such purpose.

## V.

**A.** To the fullest extent permitted by applicable law, the Company is authorized to limit the liability of and provide indemnification to (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL and, if applicable, Section 317 of the California General Corporation Law. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

**B.** Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

## VI.

With respect to the conduct of the affairs of the Company and the management of its business, it is provided that:

**A.** The management of the business and the conduct of the affairs of the Company shall be vested in its Board of Directors, which shall initially consist of five Directors who shall conduct themselves as set forth in the Bylaws of the Company.

**B.** The Common Shareholders shall be entitled to appoint, by Majority Consent, three Directors to the Board (the "**Common Directors**"). The Preferred Shareholders, voting as a single class, shall be entitled to appoint one Director to the Board (the "**Preferred Director**").

The Preferred Director and a majority of the Common Directors shall be entitled to appoint one Director to the Board (the "***Independent Director***"). The Preferred Director and a majority of the Common Directors may remove the Independent Director at any time for any or no reason, and the Preferred Director and a majority of the Common Directors may fill any vacancy on the Board of Directors created by the removal or resignation of the Independent Director. The Common Shareholders shall have the exclusive right by Majority Consent to remove a Common Director at any time for any or no reason, and to fill any vacancy on the Board of Directors created by the removal or resignation of a Common Director. The Preferred Shareholders shall have the exclusive right by Majority Consent to remove the Preferred Director at any time for any or no reason, and to fill any vacancy on the Board of Directors created by the removal or resignation of the Preferred Director.

C. The Shareholders or the Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Company by Majority Consent; provided however, that, in addition to any vote of the holders of any class or series of stock of the Company required by law or by this Certificate of Incorporation, and subject to Article VLD below, a Majority Consent of the Preferred Shareholders shall be separately required to adopt, amend or repeal any provision of the Bylaws of the Company.

D. Notwithstanding anything to the contrary in this Certificate, the Board of Directors of the Company may take the following actions only with the consent of the Shareholders as follows:

1. **Actions Requiring Shareholder Approval.** Notwithstanding anything to the contrary in this Certificate, and in addition to any approval required under Article VLD.2, the Board of Directors may take the following actions only with a Majority Consent of the Shareholders:

(i) increase or decrease the number of Common Shares authorized for issuance; and

(ii) enter into any agreement, arrangement or understanding, written or oral, to do the foregoing.

2. **Actions Requiring Preferred Shareholder Approval.** Notwithstanding anything to the contrary in this Certificate, and in addition to any approval required under Article VLD.1, the Board of Directors may take the following actions only with a Majority Consent of the Preferred Shareholders:

(i) alter or change the rights, preferences or privileges of the Preferred Shares;

(ii) create, authorize the creation of or issue any class or series of stock that is senior to or *pari passu* with the Preferred Shares;

(iii) amend or waive any provision of this Certificate or the Bylaws of the Company relative to the Preferred Shares in any manner that impacts the rights, preferences or privileges of the Preferred Shares;

(iv) liquidate, wind up or dissolve the Company, or effect any Deemed Liquidation Event;

(v) increase or decrease the number of Directors;

(vi) authorize or issue any additional stock or any right exercisable for or convertible into stock (other than the Reserved Securities, the Shares issued upon exercise of the Reserved Securities, or the Conversion Shares);

(vii) purchase or redeem or pay any dividend on any stock prior to the Preferred Shares, other than stock repurchased from former employees or independent contractors in connection with the cessation of their employment or services, at the lower of fair market value or cost;

(viii) create or authorize the creation of any debt security if the Company's aggregate indebtedness would exceed \$500,000;

(ix) appoint or remove any Preferred Director;

(x) consummate a Change of Control; or

(xi) change or reorganize the Company into any other legal form.

**3. Actions Requiring Approval of the Series A Preferred Shareholders.**

Notwithstanding anything to the contrary in this Certificate, and in addition to any approval required under Articles VI.D.1 and VI.D.2, the Board of Directors may take the following actions only with a Majority Consent of the Series A Preferred Shareholders:

(i) alter or change the rights, preferences or privileges of the Series A Preferred Shareholders or Series A Preferred Shares;

(ii) create, authorize the creation of or issue any class or series of Shares that is senior to or *pari passu* with the Series A Preferred Shares; or

(iii) amend or waive any provision of this Certificate or the Bylaws of the Company relative to the Series A Preferred Shares or Series A Preferred Shareholders in any manner that impacts the rights, preferences or privileges of the Series A Preferred Shares or Series A Preferred Shareholders.

**4. Actions Requiring Series B Preferred Shareholder Approval.**

Notwithstanding anything to the contrary in this Certificate, and in addition to any approval required under Articles VI.D.1 and VI.D.2, the Board of Directors may take the following actions only with a Majority Consent of the Series B Preferred Shareholders:

(i) alter or change the rights, preferences or privileges of the Series B Preferred Shareholders or Series B Preferred Shares;

(ii) create, authorize the creation of or issue any class or series of Shares that is senior to or *pari passu* with the Series B Preferred Shares; or

(iii) amend or waive any provision of this Certificate or the Bylaws of the Company relative to the Series B Preferred Shares or Series B Preferred Shareholders in any manner that impacts the rights, preferences or privileges of the Series B Preferred Shares or Series B Preferred Shareholders.

**5. Actions Requiring Series C Preferred Shareholder Approval.**

Notwithstanding anything to the contrary in this Certificate, and in addition to any approval required under Articles VLD.1 and VLD.2, the Board of Directors may take the following actions only with a Majority Consent of the Series C Preferred Shareholders:

(i) alter or change the rights, preferences or privileges of the Series C Preferred Shareholders or Series C Preferred Shares;

(ii) create, authorize the creation of or issue any class or series of Shares that is senior to or *pari passu* with the Series C Preferred Shares; or

(iii) amend or waive any provision of this Certificate or the Bylaws of the Company relative to the Series C Preferred Shares or Series B Preferred Shareholders in any manner that impacts the rights, preferences or privileges of the Series C Preferred Shares or Series C Preferred Shareholders.

**VII.**

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

Name:	Josh Eckman
Mailing Address:	825 N 300 W, Suite C325 Salt Lake City, Utah 84103

**VIII.**

The effective date of this Certificate of Incorporation shall be upon filing.

I, the **Undersigned**, for the purposes of forming a corporation under the laws of the State of Delaware, do hereby certify that the facts as stated in this Certificate of Incorporation are true and correct this 19 day of December, 2013.

  
Josh Eckman, Incorporator