

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6971090

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME	
EFFECTIVE DATE:	01/01/2013	
CONVEYING PARTY DATA		
	Name	Execution Date
	EX ONE ACQUISITION COMPANY D/B/A THE EX ONE COMPANY, LLC	12/28/2012
NEWLY MERGED ENTITY DATA		
	Name	Execution Date
	EXO ACQUISITIONS COMPANY	12/28/2012
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)		
Name:	THE EXONE COMPANY	
Street Address:	127 INDUSTRY BOULEVARD	
City:	NORTH HUNTINGDON	
State/Country:	PENNSYLVANIA	
Postal Code:	15642	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	12925812
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:	9086545000	
Email:	mlazarow@lernerdavid.com	
Correspondent Name:	LERNER, DAVID, LITTENBERG, KRUMHOLZ, & MENTLIK LLP	
Address Line 1:	20 COMMERCE DRIVE	
Address Line 4:	CRANFORD, NEW JERSEY 07016	
ATTORNEY DOCKET NUMBER:	EXONE.10	
NAME OF SUBMITTER:	MARK LAZAROW	
SIGNATURE:	/Mark Lazarow/	
DATE SIGNED:	10/15/2021	
Total Attachments: 13		

source=Merger - ExOne Acquisition Company LLC d.b.a. The ExOne Company, LLC#page1.tif
source=Merger - ExOne Acquisition Company LLC d.b.a. The ExOne Company, LLC#page2.tif
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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 ON FILE OF "THE EXONE COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:55 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2012, AT 5:32 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "EXO ACQUISITIONS COMPANY" TO "THE EXONE COMPANY", FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 1:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2013 AT 12:01 O'CLOCK A.M.



5264396 8100H
SR# 20160097674

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 201633992
Date: 01-07-16

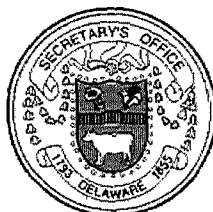
PATENT
REEL: 057804 FRAME: 0889

Delaware

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*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "THE EXONE COMPANY".*



5264396 8100H
SR# 20160097674

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 201633992
Date: 01-07-16

PATENT
REEL: 057804 FRAME: 0890

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:55 AM 12/21/2012
FILED 11:55 AM 12/21/2012
SRV 121377964 - 5264396 FILE

CERTIFICATE OF INCORPORATION
OF
EXO ACQUISITIONS COMPANY

FIRST: The name of the Corporation is EXO Acquisitions Company (hereinafter, the "Corporation").

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

THIRD: 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 the State of Delaware (the "DGCL").

FOURTH: The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 250,000,000 (Two Hundred Fifty Million), of which 200,000,000 (Two Hundred Million) shares are classified as common stock, par value \$0.01 per share ("Common Stock"), and 50,000,000 (Fifty Million) shares are classified as preferred stock, par value \$0.01 per share ("Preferred Stock").

The Corporation may issue shares of any class or series of its capital stock from time to time for such consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine.

The following is a statement of the powers, preferences and rights, and the qualifications, limitations or restrictions, of the Preferred Stock and the Common Stock:

Division A. Preferred Stock

The shares of Preferred Stock may be divided into and issued in one or more series, the relative rights, powers and preferences of which series may vary in any and all respects. The Board of Directors is expressly vested with the authority to fix, by resolution or resolutions adopted prior to and providing for the issuance of any shares of each particular series of Preferred Stock and incorporate in a certificate of designations filed with the Secretary of State of the State of Delaware, the designations, powers, preferences, rights, qualifications, limitations and restrictions thereof, of the shares of each series of Preferred Stock, to the extent not provided for in this Certificate of Incorporation, and with the authority to increase or decrease the number of shares within each such series; *provided, however*, that the Board of Directors may not decrease the number of shares within a series of Preferred Stock below the number of shares within such series that is then outstanding. The authority of the Board of Directors with respect to fixing the designations, powers, preferences, rights, qualifications, limitations and restrictions of each such series of Preferred Stock shall include, but not be limited to, determination of the following:

- (1) the distinctive designation and number of shares of that series;
- (2) the rate of dividends (or the method of calculation thereof) payable with respect to shares of that series, the dates, terms and other conditions upon which such dividends shall be payable, and the relative rights of priority of such dividends to dividends payable on any other class or series of capital stock of the Corporation;
- (3) the nature of the dividend payable with respect to shares of that series as cumulative, noncumulative or partially cumulative, and if cumulative or partially cumulative, from which date or dates and under what circumstances;
- (4) whether shares of that series shall be subject to redemption, and, if made subject to redemption, the times, prices, rates, adjustments and other terms and conditions of such redemption (including the manner of selecting shares of that series for redemption if fewer than all shares of such series are to be redeemed);
- (5) the rights of the holders of shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation (which rights may be different if such action is voluntary than if it is involuntary), including the relative rights of priority in such event as to the rights of the holders of any other class or series of capital stock of the Corporation;
- (6) the terms, amounts and other conditions of any sinking or similar purchase or other fund provided for the purchase or redemption of shares of that series;
- (7) whether shares of that series shall be convertible into or exchangeable for shares of capital stock or other securities of the Corporation or of any other corporation or entity, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;
- (8) the extent, if any, to which the holders of shares of that series shall be entitled (in addition to any voting rights required by law) to vote as a class or otherwise with respect to the election of directors or otherwise;
- (9) the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to shares of that series as to dividends or upon liquidation, dissolution or winding up;
- (10) any other repurchase obligations of the Corporation, subject to any limitations of applicable law; and
- (11) any other designations, powers, preferences, rights, qualifications, limitations or restrictions of shares of that series.

Any of the designations, powers, preferences, rights, qualifications, limitations or restrictions of any series of Preferred Stock may be dependent on facts ascertainable outside this Certificate of Incorporation, or outside the resolution or resolutions providing for the issue of such series of Preferred Stock adopted by the Board of Directors pursuant to authority expressly vested in it by this Certificate of Incorporation. Except as applicable law or this Certificate of

Incorporation otherwise may require, the terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or any class of capital stock of the Corporation.

The relative powers, preferences and rights of each series of Preferred Stock in relation to the powers, preferences and rights of each other series of Preferred Stock shall, in each case, be as fixed from time to time by the Board of Directors in the resolution or resolutions adopted pursuant to the authority granted in this Division A of this Article FOURTH, and the consent, by class or series vote or otherwise, of holders of Preferred Stock of such series of Preferred Stock as are from time to time outstanding shall not be required for the issuance by the Board of Directors of any other series of Preferred Stock, whether or not the powers, preferences and rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the powers, preferences and rights of such outstanding series, or any of them; *provided, however*, that the Board of Directors may provide in such resolution or resolutions adopted with respect to any series of Preferred Stock that the consent of holders of at least a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such series voting thereon shall be required for the issuance of shares of any or all other series of Preferred Stock.

Shares of any series of Preferred Stock shall have no voting rights except as required by law or as provided in the relative powers, preferences and rights of such series.

Division B. Common Stock

1. *Dividends.* Dividends may be paid on the Common Stock, as the Board of Directors shall from time to time determine, out of any assets of the Corporation available for such dividends after full cumulative dividends on all outstanding shares of capital stock of all series ranking senior to the Common Stock in respect of dividends and liquidation rights (referred to in this Division B as "stock ranking senior to the Common Stock") have been paid, or declared and a sum sufficient for the payment thereof set apart, for all past quarterly dividend periods, and after or concurrently with making payment of or provision for dividends on the stock ranking senior to the Common Stock for the then current quarterly dividend period.

2. *Distribution of Assets.* In the event of any liquidation, dissolution or winding up of the Corporation, or any reduction or decrease of its capital stock resulting in a distribution of assets to the holders of the Common Stock, after there shall have been paid to or set aside for the holders of the stock ranking senior to the Common Stock the full preferential amounts to which they are respectively entitled, the holders of the Common Stock shall be entitled to receive, pro rata, all of the remaining assets of the Corporation available for distribution to its stockholders. The Board of Directors may distribute in kind to the holders of the Common Stock such remaining assets of the Corporation, or may sell, transfer or otherwise dispose of all or any of the remaining property and assets of the Corporation to any other corporation or other purchaser and receive payment therefor wholly or partly in cash or property, and/or in stock of any such corporation, and/or in obligations of such corporation or other purchaser, and may sell all or any part of the consideration received therefor and distribute the same or the proceeds thereof to the holders of the Common Stock.

3. *Voting Rights.* Subject to the voting rights expressly conferred under prescribed conditions upon the stock ranking senior to the Common Stock, the holders of the Common

Stock shall exclusively possess full voting power for the election of directors and for all other purposes.

Division C. Other Provisions Applicable to the Corporation's Capital Stock

1. *Preemptive Rights.* No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued or treasury stock of the Corporation, or of any additional stock of any class, to be issued by reason of any increase of the authorized capital stock of the Corporation, or to be issued from any unissued or additionally authorized stock, or of bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, but any such unissued or treasury stock, or any such additional authorized issue of new stock or securities convertible into stock, may be issued and disposed of by the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may, in its discretion, determine, without offering to the stockholders then of record, or any class of stockholders, any thereof, on the same terms or any terms.

2. *Votes Per Share.* Any holder of Common Stock of the Corporation having the right to vote at any meeting of the stockholders or of any class or series thereof shall be entitled to one vote for each share of stock held by him, *provided* that no holder of Common Stock shall be entitled to cumulate his votes for the election of one or more directors or for any other purpose.

FIFTH: (a) *Directors.* The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the authority and powers conferred on the Board of Directors by the DGCL or by the other provisions of this Certificate of Incorporation, the Board of Directors is authorized and empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the DGCL, this Certificate of Incorporation and the Bylaws of the Corporation; *provided, however,* that no Bylaws hereafter adopted, or any amendments thereto, shall invalidate any prior act of the Board of Directors that would have been valid if such Bylaws or amendment had not been adopted.

(b) *Number, Election and Terms of Directors.* The number of directors that shall constitute the whole Board of Directors shall be fixed from time to time by a majority of the directors then in office, subject to an increase in the number of directors by reason of any provisions contained in or established pursuant to Article FOURTH, but in any event shall not be less than one nor more than 16, plus that number of directors who may be elected by the holders of any one or more series of Preferred Stock voting separately as a class pursuant to the provisions applicable in the case or arrearages in the payment of dividends or other defaults contained in this Certificate of Incorporation or the Board of Directors' resolution providing for the establishment of any series of Preferred Stock.. Each director shall hold office until the annual meeting of stockholders at which that director's term expires and shall serve until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

In the event of any change in the authorized number of directors, each director then continuing to serve as such shall nevertheless continue as a director until the expiration of his current term, or his earlier death, resignation or removal.

Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

(c) *Removal of Directors.* No director of the Corporation may be removed from office as a director by vote or other action of the stockholders or otherwise except for cause, and then only by the affirmative vote of the holders of at least a majority of the voting power of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of directors, voting together as a single class. Except as applicable law otherwise provides, cause for the removal of a director shall be deemed to exist only if the director whose removal is proposed: (i) has been convicted, or has been granted immunity to testify in any proceeding in which another has been convicted, of a felony by a court of competent jurisdiction and that conviction is no longer subject to direct appeal; (ii) has been found to have been negligent or guilty of misconduct in the performance of his duties to the Corporation in any matter of substantial importance to the Corporation by (A) the affirmative vote of at least eighty percent (80%) of the directors then in office at any meeting of the Board of Directors called for that purpose or (B) a court of competent jurisdiction; or (iii) has been adjudicated by a court of competent jurisdiction to be mentally incompetent, which mental incompetency directly affects his ability to serve as a director of the Corporation. Notwithstanding the foregoing, whenever holders of outstanding shares of one or more series of Preferred Stock are entitled to elect members of the Board of Directors voting separately as a class pursuant to the provisions applicable in the case of arrearages in the payment of dividends or other defaults contained in this Certificate of Incorporation or the Board of Directors' resolution providing for the establishment of any series of Preferred Stock, any such director of the Corporation so elected may be removed in accordance with the provisions of this Certificate of Incorporation or that Board of Directors' resolution. The foregoing provisions are subject to the terms of any series of Preferred Stock with respect to the directors to be elected solely by the holders of such series of Preferred Stock.

(d) *Vacancies.* Except as a Board of Directors' resolution providing for the establishment of any series of Preferred Stock may provide otherwise, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, removal, disqualification or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until that director's successor shall have been elected and qualified or until his earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. The foregoing provisions are subject to the terms of any Preferred Stock with respect to the directors to be elected solely by the holders of such Preferred Stock.

(e) *Amendment of this Article FIFTH.* In addition to any other affirmative vote required by applicable law, this Article FIFTH may not be amended, modified or repealed except by the affirmative vote of the holders of at least seventy-five percent

(75%) of the voting power of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of directors, voting together as a single class.

SIXTH: (a) *Action by Written Consent; Special Meetings.* No action required to be taken or that may be taken at any annual or special meeting of the stockholders of the Corporation may be taken without a meeting, and the power of the stockholders of the Corporation to consent in writing to the taking of any action by written consent without a meeting is specifically denied, unless such action without a meeting is taken by unanimous written consent. Unless otherwise provided by the DGCL, by this Certificate of Incorporation or by any provisions established pursuant to Article FOURTH hereof with respect to the rights of holders of one or more outstanding series of Preferred Stock, special meetings of the stockholders of the Corporation may be called at any time only by the Chairman of the Board of Directors, if there is one, or by the Board of Directors pursuant to a resolution approved by the affirmative vote of at least a majority of the members of the Board of Directors, and no such special meeting may be called by any other person or persons.

(b) *Amendment of this Article SIXTH.* In addition to any other affirmative vote required by applicable law, this Article SIXTH may not be amended, modified or repealed except by the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of directors, voting together as a single class.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation; *provided, however*, that this Article SEVENTH shall not eliminate or limit the liability of such a director (1) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL, as the same exists or as such provision may hereafter be amended, supplemented or replaced, or (4) for any transactions from which such director derived an improper personal benefit. If the DGCL is amended after the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such law, as so amended. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The Bylaws may be amended, in whole or in part, and new Bylaws may be adopted (i) by action of the Board of Directors; *provided, however*, that any proposed alteration, amendment or repeal of, or the adoption of any Bylaw inconsistent with, Section 3, 9, 10 or 11 of Article II of the Bylaws, Section 2, 3, 4, 7, 10 or 11 of Article III of the Bylaws, Article V of the Bylaws or Section 1 of Article VII of the Bylaws, by the Board of Directors shall require the affirmative vote of not less than 75% of all directors then in office at a regular or special meeting of the Board of Directors called for that purpose; or (ii) by the affirmative vote of the shares representing not less than 75% of the voting power of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of directors, voting

together as a single class; *provided* that in the case of any such stockholder action at a meeting of stockholders, notice of the proposed alteration, amendment, repeal or adoption of the new Bylaw or Bylaws must be contained in the notice of such meeting. In addition to any other affirmative vote required by applicable law, this Article EIGHTH may not be amended, modified or repealed except by the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of directors, voting together as a single class.

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

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

Warren J. Archer
706 Rochester Road
Pittsburgh, PA 15237

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my this 21st day of December, 2012.

By: Warren J. Archer
(Incorporator)

Name: Warren J. Archer

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:32 PM 12/27/2012
FILED 05:32 PM 12/27/2012
SRV 121398219 - 5264396 FILE

CERTIFICATE OF DESIGNATION
of the
CLASS A PREFERRED STOCK
of
EXO ACQUISITIONS COMPANY
(Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware)

EXO Acquisitions Company, a Delaware corporation (the "Corporation"), DOES
HEREBY CERTIFY THAT:

Pursuant to the authority vested in the Board of Directors (the "Board") by the Corporation's Certificate of Incorporation and Section 151 of the General Corporation Law of the State of Delaware (the "GCL"), the Board of Directors, pursuant to a unanimous written consent dated December 27, 2012, adopted the following resolution fixing the designations, powers and preferences, and the relative participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, of a class of 19,000,000 shares of the Preferred Stock of the Corporation designated as Class A Preferred Stock:

WHEREAS, the Certificate of Incorporation of the Corporation provides for two classes of shares known as common stock, \$0.01 par value per share (the "Common Stock"), and preferred stock, \$0.01 par value per share (the "Preferred Stock"); and

WHEREAS, the Board is authorized by the Certificate of Incorporation to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate of designations with the Secretary of State of the State of Delaware pursuant to applicable provisions of the General Corporation Law of the State of Delaware (the "GCL"), to establish from time to time the number of shares to be included in such series and to fix the designations, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof.

NOW, THEREFORE, BE IT RESOLVED, that the Board deems it advisable to, and hereby does, designate a Class A Preferred Stock and fixes and determines the preferences, rights, qualifications, limitations and restrictions relating to the Class A Preferred Stock as follows:

1. **Number of Shares; Designation.** A total of 19,000,000 shares of Preferred Stock are hereby designated as "Class A Preferred Stock". The Board may, from time to time, increase or decrease the authorized number of shares of the Class A Preferred Stock, but may not decrease the number of such shares below the number of such shares then outstanding.
2. **Voting Rights.** Shares of Class A Preferred Stock are non-voting shares and do not entitle the holder thereof (the "Preferred Shareholder") to vote on any matter on which shareholders generally may vote other than (a) as expressly required by non-waivable provisions of the GCL, and (b) which relate solely to the Class A Preferred Stock and Preferred Shareholders.

3. **Dividend Rate.** Preferred Shareholders shall receive cumulative dividends at the annual rate of eight percent (8%) per share of Class A Preferred Stock prior to, and in preference to, any declaration or payment of any dividend on Common Stock (the "Dividend").
4. **Dividend Payment Dates.** Dividends will be payable annually in arrears, on the next business day following each December 31st. Dividends on the Class A Preferred Stock will accumulate and shall be payable irrespective of whether the Corporation has earnings, whether there are funds legally available for the payment of such Dividends, and whether such Dividends are declared.
5. **Liquidation.** Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for payment of debts and other liabilities of the Corporation, before any distribution or payment shall be made to the holders of any Common Stock by reason of their ownership thereof, the holders of Class A Preferred Stock shall first be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders an amount with respect to each outstanding share of Class A Preferred Stock equal to \$1.00, plus any accrued but unpaid Dividends thereon; provided, however, that if the assets of the Corporation are insufficient to pay all amounts payable with respect to the shares of Class A Preferred Stock in full, the holders of shares of Class A Preferred Stock shall share ratably in any distribution of assets of the Corporation.
6. **Conversion.** A Preferred Shareholder may elect to convert all or any number of shares Class A Preferred Stock to shares of Common Stock, at any time, at the conversion rate of 9.5 shares of Class A Preferred Stock for one share of Common Stock (the "Conversion Rate"). Upon the closing of any initial public offering of the Corporation or any successor entity, the gross proceeds of which exceed \$50,000,000, all shares of Class A Preferred Stock will be automatically converted to common stock at the Conversion Rate, provided that any Preferred Shareholder may elect to retain all or any portion of the Preferred Shareholder's Class A Preferred Stock by providing written notice of such election to the Corporation prior to the closing of such offering.

RESOLVED FURTHER, that the Chief Executive Officer of the Corporation be, and hereby is, authorized and directed to prepare, execute on behalf of the Corporation, and file a Certificate of Designation of Class A Preferred Stock in accordance with the foregoing resolution and the applicable provisions of the GCL.

IN WITNESS WHEREOF, S. Kent Rockwell, Chief Executive Officer of the Corporation, under penalties of perjury, does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has signed this Certificate of Designation this 27th day of December, 2012.

EXO Acquisitions Company

By: 

S. Kent Rockwell
Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:43 PM 12/28/2012
FILED 01:43 PM 12/28/2012
SRV 121402222 - 5264396 FILE

CERTIFICATE OF MERGER

OF

THE EX ONE COMPANY, LLC

WITH AND INTO

EXO ACQUISITIONS COMPANY


Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "DGCL") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), EXO Acquisitions Company, a Delaware corporation, hereby certifies the following information relating to the merger of The Ex One Company, LLC, a Delaware limited liability company, with an into EXO Acquisitions Company (the "Merger").

- FIRST:** The name of the constituent corporation is EXO Acquisitions Company, a Delaware corporation, and the name of the limited liability company being merged into this corporation is The Ex One Company, LLC, a Delaware limited liability company (together, the "Constituent Companies").
- SECOND:** The Agreement and Plan of Merger by and between the Constituent Companies (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Companies in accordance with Title 6, Section 18-209(b) of the Act, Title 8, Section 264 of the DGCL, and, with respect to EXO Acquisitions Company, which has not issued any shares of its stock prior to the adoption by its Board of Directors of the resolution approving the Merger Agreement, in accordance with Title 8, Section 251(f) of the DGCL.
- THIRD:** The name of the surviving Company is EXO Acquisitions Company (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the Merger to be "The ExOne Company."
- FOURTH:** The Certificate of Incorporation of EXO Acquisitions Company shall be amended at the effective time of the merger to read in its entirety as follows:
- "FIRST:** The name of the Corporation is The ExOne Company (hereinafter, the "Corporation")."
- The Certificate of Incorporation of EXO Acquisitions Company, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation.
- FIFTH:** The Merger shall become effective on January 1, 2013, at 12:01 AM Eastern Time.
- SIXTH:** The executed Merger Agreement is on file at 127 Industry Boulevard, North Huntingdon, Pennsylvania 15642, the principal place of business of the Surviving Corporation.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any member or stockholder of the Constituent Companies.

IN WITNESS WHEREOF, EXO Acquisitions Company has caused this certificate to be signed by an authorized officer this 28th day of December, 2012.

EXO ACQUISITIONS COMPANY

By: 
S. Kent Rockwell
Chief Executive Officer