

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT7131687

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>	CONVERSION	
<b>CONVEYING PARTY DATA</b>		
	<b>Name</b>	<b>Execution Date</b>
	COTSWORKS, LLC	03/08/2021
<b>RECEIVING PARTY DATA</b>		
<b>Name:</b>	COTSWORKS, INC.	
<b>Street Address:</b>	749 MINERS ROAD	
<b>City:</b>	HIGHLAND HEIGHTS	
<b>State/Country:</b>	OHIO	
<b>Postal Code:</b>	44143	
<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	
<b>Application Number:</b>	15166789	
<b>CORRESPONDENCE DATA</b>		
<b>Fax Number:</b>	(216)592-5000	
<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>	2165925000	
<b>Email:</b>	patents@tuckerellis.com	
<b>Correspondent Name:</b>	TUCKER ELLIS LLP	
<b>Address Line 1:</b>	950 MAIN AVE, SUITE 1100	
<b>Address Line 4:</b>	CLEVELAND, OHIO 44113	
<b>ATTORNEY DOCKET NUMBER:</b>	014169/000012	
<b>NAME OF SUBMITTER:</b>	M.DAVID GALIN	
<b>SIGNATURE:</b>	/M.David Galin/	
<b>DATE SIGNED:</b>	01/20/2022	
<b>Total Attachments: 23</b>		
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**DECLARATION OF CONVERSION**  
**of**  
**COTSWORKS, LLC,**  
**an Ohio limited liability company**  
**into**  
**COTSWORKS, INC.,**  
**a Delaware corporation**

THIS DECLARATION OF CONVERSION (this "Declaration"), dated this 8<sup>th</sup> day of March, 2021, pursuant to Section 1705.371 of the Ohio Limited Liability Company Act (the "Ohio Act") and Section 265 of the Delaware General Corporation Law (the "DGCL", and together with the Ohio Act, collectively, the "Acts") is hereby adopted, approved and ratified by COTSWORKS, LLC, an Ohio limited liability company (the "Converting Entity") for the purpose of converting to a corporation in the State of Delaware.

**RECITALS**

- A. The Managing Member of the Converting Entity (the "Managing Member") has determined that it is advisable and in the best interest of the Converting Entity to enter into this Declaration for purposes of converting to a corporation in the State of Delaware.
- B. Such change shall be accomplished pursuant to the Acts (the "Conversion").
- C. The Managing Member and all of the Members of the Converting Entity, have approved, ratified and adopted this Declaration.

**AGREEMENT**

1. Conversion Under State Law. To effectuate the Conversion, the Converting Entity shall convert to COTSWORKS, INC., a Delaware corporation (the "Converted Entity"), pursuant to the Acts by simultaneously filing: (i) a Certificate of Conversion (the "Ohio Certificate of Conversion") with the Secretary of State of the State of Ohio (the "Ohio SOS"); (ii) a Certificate of Conversion (the "Delaware Certificate of Conversion") with the Secretary of State of the State of Delaware (the "DE SOS"); and (iii) the Certificate of Incorporation (the "Certificate of Incorporation", and together with the Ohio Certificate of Conversion and the Delaware Certificate of Conversion, collectively, the "Conversion Documents") with the DE SOS.

2. Effective Time. The Conversion shall be effective as of the effective date set forth in the Certificate of Conversion filed with the Ohio SOS, in substantially the form presented to the undersigned (the "Effective Time"), and shall have the effects described in Section 1705.371 of the Ohio Act and Section 265 of the DGCL. Thereafter, the Converted Entity shall be governed by the laws of the State of Delaware.

3. Continuation. The Converted Entity shall be treated as a continuation of the Converting Entity pursuant to the Conversion, and the Conversion shall in no event be deemed a

transfer or assignment of assets of the Converting Entity, such that (a) all of the rights, privileges and powers of the Converting Entity and all property, real, personal and mixed, of and all debts due to the Converting Entity, as well as all other things and causes of action belonging to the Converting Entity, shall be and remain vested in the Converted Entity, and shall be the property of the Converted Entity; (b) the title to any real property vested by deed or otherwise in the Converting Entity shall not revert, or be in any way impaired by reason of the Conversion; (c) all rights of creditors, and all liens upon any property of the Converting Entity, shall be preserved unimpaired; (d) all debts, liabilities and obligations of the Converting Entity shall remain attached to the Converted Entity, and may be enforced against it to the same extent as if the debts, liabilities and obligations had originally been incurred or contracted by it in its capacity as the Converted Entity; (e) any proceeding pending against the Converting Entity may be continued against the Converted Entity as if the conversion had not occurred; and (f) the rights, privileges, powers and interests in property of the Converting Entity, as well as the debts, liabilities and obligations of the Converting Entity, shall not be deemed, as a consequence of the Conversion, to have been transferred to the Converted Entity for any purpose.

4. Conversion of Membership Units. Upon the terms and subject to the conditions of this Declaration, the Bylaws (hereinafter defined), and the Acts, at the Effective Time, automatically by virtue of the Conversion and without any further action on the part of the Converting Entity, the Converted Entity, or any equity holder thereof, the membership interests of the Converting Entity will automatically be converted into the same relative equity interests of the Converted Entity (the "Shares"), and each member of the Converting Entity shall be a stockholder of the Converted Entity, such that the proportional ownership interest of each holder of membership interests in the Converting Entity immediately prior to the Effective Time shall be the same as such holder's proportional ownership interest in the Converted Entity immediately following the Effective Time. The Shares shall have the rights, privileges, powers, preference (if any), qualifications and restrictions as set forth under the DGCL. In furtherance of the foregoing, immediately after the Conversion, each of the stockholders of the Converted Entity shall own the number of Shares set forth opposite each such stockholder's name on Schedule 1, which is attached hereto and incorporated herein by reference.

5. Governance. The Converted Entity shall be formed pursuant to the Certificate of Incorporation, in substantially the form attached hereto as Exhibit A and incorporated herein by reference. The Certificate of Incorporation shall be filed simultaneously with the other Conversion Documents. The affairs of the Converted Entity shall be governed by the Bylaws (the "Bylaws"), in substantially the form attached hereto as Exhibit B. The officers of the Converting Entity immediately preceding the Effective Time shall be the persons holding such positions for the Converted Entity as of and immediately following the Effective Time.

6. Directors and Officers; By-Laws. Following the Effective Time, (i) the sole incorporator of the Converted Entity shall elect Ken Applebaum as the sole member of the board of directors of the Converted Entity and adopt the Bylaws of the Converted Entity in the form set forth in Exhibit B hereto, and (ii) such board of directors shall elect Ken Applebaum as President and Chief Executive Officer, and Meredith Peck as Treasurer and Secretary of the Converted Entity in each case to serve in such office in the manner specified in such Bylaws.

7. Consent to be Sued. At the Effective Time, the Converted Entity shall be deemed to have consented to be sued and served with process in the State of Ohio, and shall, and hereby does, irrevocably appoint the Secretary of State as the agent of the Converted Entity to accept service of process in the State of Ohio, to enforce against the Converted Entity any obligation of the Converting Entity or to enforce the rights of a dissenting member of the Converting Entity.

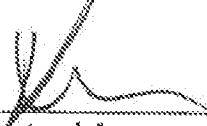
8. Continued Business in Ohio. The Converted Entity intends to continue to transact business in Ohio as a foreign corporation. The Converted Entity hereby appoints the following as its statutory agent upon whom process against the Converted Entity may be served in Ohio:

A.G.C. CO.  
127 Public Square  
Suite 2000  
Cleveland, OH 44114-1214

[signature page follows]

IN WITNESS WHEREOF, the undersigned have adopted this Declaration of Conversion to be effective as of the date and year first set forth above.

**MEMBERS:**

  
\_\_\_\_\_  
Ken Applebaum

TE CONNECTIVITY CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have adopted this Declaration of Conversion to be effective as of the date and year first set forth above.

**MEMBERS:**

\_\_\_\_\_  
Ken Applebaum

TE CONNECTIVITY CORPORATION

By: \_\_\_\_\_  
Name: JEANNE M. QUIRK  
Title: SVP M.A

## **SCHEDULE 1**

### **Capitalization of Converted Entity**

<b>Stockholder Name</b>	<b>Shares of Common Stock</b>
Ken Applebaum	3,000,000
TE Connectivity Corporation	2,000,000



**EXHIBIT A**

[SEE ATTACHED CERTIFICATE OF INCORPORATION]

CERTIFICATE OF INCORPORATION

OF

COTSWORKS, INC.

FIRST: The name of the Corporation is COTSWORKS, Inc.

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

THIRD: The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is five million (5,000,000) shares, all of which shall be Common Stock, \$0.001 par value per share.

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

Name

Dennis B. Angers

Mailing Address

Baker & Hostetler LLP  
Key Tower – 127 Public Square  
Suite 3200  
Cleveland, OH 44114

SIXTH: The Board of Directors is authorized to make, alter or repeal the Bylaws of the Corporation.

SEVENTH: Any one or more directors may be removed, with or without cause, by the vote or written consent of the holders of a majority of the issued and outstanding shares of stock of the Corporation entitled to be voted at an election of directors.

EIGHTH: Meetings of stockholders shall be held at such place, within or without the State of Delaware, as may be designated by or in the manner provided in the By-laws of the Corporation, or, if not so designated, at the registered office of the Corporation in the State

of Delaware. Elections of directors need not be by written ballot unless and to the extent that the By-laws so provide.

NINTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

TENTH: A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for a breach of the director's fiduciary duty, except in the event of any of the following:

- (a) A breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 174 of the General Corporation Law of the State of Delaware; and
- (d) A transaction from which the director derived an improper personal benefit.

ELEVENTH:

(a) Right to Indemnification. Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined below in this Section) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or whether brought by or against such person or by or in the right of the Corporation or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Corporation (an "Indemnitee Action") except as provided in the last sentence of this Section. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or a subsidiary of the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors of the Corporation at any time designates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" includes each director and officer of the Corporation and each other person designated by the Board of Directors of the Corporation as entitled to the benefits of this Article; "expenses" means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee; and "liability" means all liability incurred, including the amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An

indemnatee shall be entitled to be indemnified pursuant to this Article against expenses incurred in connection with an Indemnatee Action if (i) the Indemnatee Action is instituted under Section (c) of this Article and the indemnatee is successful in whole or in part in such Indemnatee Action, (ii) the indemnatee is successful in whole or in part in another Indemnatee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnatee Action.

(b) Right to Advancement of Expenses. Every indemnatee shall be entitled as of right to have the expenses of the indemnatee in defending any Action or in bringing and pursuing any Indemnatee Action under Section (c) of this Article paid in advance by the Corporation prior to final disposition of the Action or Indemnatee Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnatee to repay the amount advanced if it should ultimately be determined that the indemnatee is not entitled to be indemnified for the expenses.

(c) Right of Indemnatee to Bring Action. If a written claim for indemnification under Section (a) of this Article or for advancement of expenses under Section (b) of this Article is not paid in full by the Corporation within 30 days after the claim has been received by the Corporation, the indemnatee may at any time thereafter bring an Indemnatee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnatee shall also be entitled to be paid the expense of bringing and pursuing such Indemnatee Action. The only defense to an Indemnatee Action to recover on a claim for indemnification under Section (a) of this Article shall be that the conduct of the indemnatee was such that, under Delaware law, the Corporation is prohibited from indemnifying the indemnatee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and stockholders) to have made a determination prior to the commencement of such Indemnatee Action that indemnification of the indemnatee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the conduct of the indemnatee was such that indemnification is prohibited by Delaware law, shall be a defense to such Indemnatee Action or create a presumption that the conduct of the indemnatee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnatee Action to recover on a claim for advancement of expenses under Section (b) of this Article shall be failure by the indemnatee to provide the undertaking required by Section (b) of this Article.

(d) Funding and Insurance. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article. The Corporation may purchase and maintain insurance to protect itself and any indemnatee against any expenses or liability incurred by the indemnatee in connection with any Action, whether or not the Corporation would have the power to indemnify the indemnatee against the expenses or liability by law or under the provisions of this Article.

(e) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed

exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement, provision in the Certificate of Incorporation or By-Laws of the Corporation, vote of stockholders or disinterested directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves at any time while this Article is in effect (and each such indemnitee shall be deemed to be serving in reliance on the provisions of this Article), (iii) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnitee was entitled or was designated as entitled to indemnification under this Article and inure to the benefit of the heirs and legal representatives of each indemnitee and (iv) be applicable to Actions commenced after this Article becomes effective, whether arising from acts or omissions occurring before or after this Article becomes effective. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation that has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, By-Law or other provision becoming effective.

(f) Partial Indemnity. If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liability incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnatee Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

THE UNDERSIGNED, being the incorporator above named for the purposes of forming a corporation pursuant to the General Corporation Law of the State of Delaware, has signed this instrument the \_\_\_\_ day of \_\_\_\_\_, 2021 and does thereby acknowledge that it is his act and deed and that the facts stated therein are true.

/s/ Dennis B. Angers  
Dennis B. Angers, Sole Incorporator

4849-1430-8062.1

**EXHIBIT B**

[SEE ATTACHED BYLAWS]

# **COTSWORKS, INC.**

## **BYLAWS**

### **ARTICLE ONE**

#### **OFFICES**

**Section 1. Registered Office.** The registered office of COTSWORKS, INC., a Delaware corporation (the “**Corporation**”), shall be located in the City of Wilmington, State of Delaware, unless otherwise designated by the board of directors of the Corporation (the “**Board of Directors**”).

**Section 2. Other Offices.** The Corporation may also have offices at such other places, either within or without the State of Delaware, as the Board of Directors may determine from time to time or as the business of the Corporation may require.

### **ARTICLE TWO**

#### **MEETINGS OF STOCKHOLDERS**

**Section 1. Place.** All annual meetings of stockholders shall be held at such place, within or without the State of Delaware, as may be designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings of stockholders may be held at such place, within or without the State of Delaware, and at such time as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

**Section 2. Time of Annual Meeting.** Annual meetings of stockholders shall be held on such date and at such time fixed, from time to time, by the Board of Directors, provided that there shall be an annual meeting held every year at which the stockholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

**Section 3. Call of Special Meetings.** Special meetings of the stockholders shall be held if called by the Board of Directors, the Chief Executive Officer, the President, or if the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**Section 4. Conduct of Meetings.** The Chairman of the Board (or in his or her absence, the Chief Executive Officer, or in his or her absence, the President or such other designee of the Chairman of the Board) shall preside at the annual and special meetings of stockholders and shall be given full discretion in establishing the rules and procedures to be followed in conducting the meetings, except as otherwise provided by law or in these Bylaws.

**Section 5. Notice and Waiver of Notice.** Except as otherwise provided by law, written or printed notice stating the place, day and hour of the meeting and, in the case of a special

meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the day of the meeting, either personally or by first-class mail, by or at the direction of the Chief Executive Officer, the President, the Secretary, or the officer or person calling the meeting, to each stockholder of record entitled to vote at such meeting. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail other than first-class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the stockholder at his, her or its address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. If a meeting is adjourned to another time and/or place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment, fixes a new record date for the adjourned meeting. Whenever any notice is required to be given to any stockholder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before, during or after the time of the meeting stated therein, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice. Attendance of a person at a meeting shall constitute a waiver of (a) lack of or defective notice of such meeting, unless the person objects at the beginning to the holding of the meeting or the transacting of any business at the meeting, or (b) lack of defective notice of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering such matter when it is presented.

**Section 6. Business of Special Meeting.** Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof.

**Section 7. Quorum.** Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of such shares exists with respect to that matter. Except as otherwise provided in the Certificate of Incorporation or by law, a majority of the shares entitled to vote on the matter by each voting group, represented in person or by proxy, shall constitute a quorum at any meeting of stockholders, but in no event shall a quorum consist of less than one-third (1/3) of the shares of each voting group entitled to vote. If less than a majority of outstanding shares entitled to vote are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. After a quorum has been established at any stockholders' meeting, the subsequent withdrawal of stockholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

**Section 8. Voting Per Share.** Except as otherwise provided in the Certificate of Incorporation or by law, each stockholder is entitled to one (1) vote for each outstanding share held by him, her or it on each matter voted at a stockholders' meeting.

**Section 9. Voting of Shares.** A stockholder may vote at any meeting of stockholders of the Corporation, either in person or by proxy. Shares standing in the name of another



corporation, domestic or foreign, may be voted by the officer, agent or proxy designated by the bylaws of such corporate stockholder or, in the absence of any applicable bylaw, by such person or persons as the Board of Directors of the corporate stockholder may designate. In the absence of any such designation, or, in case of conflicting designation by the corporate stockholder, the chairman of the board, the president, any vice president, the secretary and the treasurer of the corporate stockholder, in that order, shall be presumed to be fully authorized to vote such shares. Shares held by an administrator, executor, guardian, personal representative, or conservator may be voted by him, her or it, either in person or by proxy, without a transfer of such shares into his, her or its name. Shares standing in the name of a trustee may be voted by him, her or it, either in person or by proxy, but no trustee shall be entitled to vote shares held by him, her or it without a transfer of such shares into his, her or its name or the name of his, her or its nominee. Shares held by or under the control of a receiver, a trustee in bankruptcy proceedings, or an assignee for the benefit of creditors may be voted by such person without the transfer thereof into his, her or its name. If shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary of the Corporation is given notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, then acts with respect to voting shall have the following effect: (a) if only one votes, in person or by proxy, his, her or its act binds all; (b) if more than one vote, in person or by proxy, the act of the majority so voting binds all; (c) if more than one vote, in person or by proxy, but the vote is evenly split on any particular matter, each faction is entitled to vote the share or shares in question proportionally; or (d) if the instrument or order so filed shows that any such tenancy is held in unequal interest, a majority or a vote evenly split for purposes hereof shall be a majority or a vote evenly split in interest. The principles of this paragraph shall apply, insofar as possible, to execution of proxies, waivers, consents, or objections and for the purpose of ascertaining the presence of a quorum.

**Section 10. Proxies.** Any stockholder of the Corporation, other person entitled to vote on behalf of a stockholder pursuant to law, or attorney-in-fact for such persons may vote the stockholder's shares in person or by proxy. Any stockholder of the Corporation may appoint a proxy to vote or otherwise act for him, her or it by signing an appointment form, either personally or by his, her or its attorney-in-fact. An executed telegram or cablegram appearing to have been transmitted by such person, or a photographic, photostatic, or equivalent reproduction of an appointment form, shall be deemed a sufficient appointment form. An appointment of a proxy is effective when received by the Secretary of the Corporation or such other officer or agent who is authorized to tabulate votes, and shall be valid for up to 11 months, unless a longer period is expressly provided in the appointment form. The death or incapacity of the stockholder appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises his, her or its authority under the appointment. An appointment of a proxy is revocable by the stockholder unless the appointment is coupled with an interest.

**Section 11. Shareholder List.** After fixing a record date for a meeting of stockholders, the Corporation shall prepare an alphabetical list of the names of all its stockholders who are entitled to notice of the meeting, arranged by voting group with the address of, and the number and class and series, if any, of shares held by each. The stockholders' list must be available for

inspection by any stockholder for a period of ten (10) days prior to the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the Corporation's principal office, at a place identified in the meeting notice in the city where the meeting will be held, or at the office of the Corporation's transfer agent or registrar. Any stockholder of the Corporation or his, her or its agent or attorney is entitled on written demand to inspect the stockholders' list (subject to the requirements of law), during regular business hours and at his, her or its expense, during the period it is available for inspection. The Corporation shall make the stockholders' list available at the meeting of stockholders, and any stockholder or his, her or its agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

**Section 12. Action Without Meeting.** Any action required by law to be taken at a meeting of stockholders, or any action that may be taken at a meeting of stockholders, may be taken without a meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted with respect to the subject matter thereof, and such consent shall have the same force and effect as a vote of stockholders taken at such a meeting.

**Section 13. Fixing Record Date.** For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purposes, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than sixty (60) days, and, in case of a meeting of stockholders, not less than ten (10) days, prior to the date on which the particular action requiring such determination of stockholders is to be taken. If no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which the notice of the meeting is mailed or the date on which the resolutions of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section 13, such determination shall apply to any adjournment thereof, except where the Board of Directors fixes a new record date for the adjourned meeting or as required by law.

**Section 14. Voting for Directors.** Unless otherwise provided in the Certificate of Incorporation, directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

## **ARTICLE THREE**

### **DIRECTORS**

**Section 1. Number, Election and Term.** The initial number of directors of the Corporation shall be one (1). The number of directors of the Corporation shall be fixed from time to time, within any limits specified by the Certificate of Incorporation, by resolution of the Board of Directors; provided, however, no director's term shall be shortened by reason of a resolution

reducing the number of directors. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article Three, and each director elected shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified or until his or her earlier resignation, removal from office or death. Directors must be natural persons who are 18 years of age or older but need not be residents of the State of Delaware, stockholders of the Corporation or citizens of the United States. Any director may be removed at any time, with or without cause.

**Section 2. Vacancies.** A director may resign at any time by giving written notice to the Corporation, the Board of Directors or the Chairman of the Board. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the stockholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, or until the next election of one or more directors by stockholders if the vacancy is caused by an increase in the number of directors.

**Section 3. Powers.** Except as provided in the Certificate of Incorporation and by law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

**Section 4. Place of Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the State of Delaware.

**Section 5. Annual Meeting.** The first meeting of each newly elected Board of Directors shall be held, without call or notice, immediately following each annual meeting of stockholders.

**Section 6. Regular Meetings.** Regular meetings of the Board of Directors may also be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

**Section 7. Special Meetings and Notice.** Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer, or by the President and shall be called by the Secretary on the written request of a majority of the directors. Written notice of special meetings of the Board of Directors shall be given to each director at least forty-eight (48) hours before the meeting. Except as required by statute, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notices to directors shall be in writing and delivered personally or mailed to the directors at their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be received. Notice to directors may also be given by telegram, teletype or other form of electronic communication. Notice of a meeting of the Board of Directors need not be given to any director

who signs a written waiver of notice before, during or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 8. Quorum; Required Vote; Presumption of Assent.** A majority of the number of directors fixed by, or in the manner provided in, these Bylaws shall constitute a quorum for the transaction of business; provided, however, that whenever, for any reason, a vacancy occurs in the Board of Directors, a quorum shall consist of a majority of the remaining directors until the vacancy has been filled. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors. A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be presumed to have assented to the action taken, unless he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting specific business at the meeting, or he or she votes against or abstains from the action taken.

**Section 9. Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Board of Directors or the committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote at a meeting. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section 9 shall have the effect of a meeting vote and may be described as such in any document.

**Section 10. Conference Telephone or Similar Communications Equipment Meetings.** Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground the meeting is not lawfully called or convened.

**Section 11. Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation except where the action of the full Board of Directors is required by statute. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this Article Three, may designate one or more directors as alternate members of any committee, who may act in the place and stead of any absent member or members at any meeting of such committee. Vacancies in the membership of a committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. The executive committee shall keep regular minutes of its proceedings

and report the same to the Board of Directors when required. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it, him or her by law.

**Section 12. Compensation of Directors.** The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

**Section 13. Chairman of the Board.** The Board of Directors may, in its discretion, choose a chairman of the board who shall preside at meetings of the stockholders and of the directors and shall be an ex officio member of all standing committees. The Chairman of the Board shall have such other powers and shall perform such other duties as shall be designated by the Board of Directors. The Chairman of the Board shall be a member of the Board of Directors but no other officers of the Corporation need be a director. The Chairman of the Board shall serve until his or her successor is chosen and qualified, but he or she may be removed at any time by the affirmative vote of a majority of the Board of Directors.

## ARTICLE FOUR

### OFFICERS

**Section 1. Positions.** The officers of the Corporation shall consist of a President and a Secretary, and, if elected by the Board of Directors by resolution, a Chairman of the Board, Chief Executive Officer, Chief Financial Officer, a Treasurer, and/or one or more Vice Presidents. Any two or more offices may be held by the same person.

**Section 2. Election of Specified Officers by Board.** The Board of Directors at its first meeting after each annual meeting of stockholders shall elect a President and a Secretary, and may elect a Chief Executive Officer, a Chief Financial Officer, a Treasurer, and one or more Vice Presidents.

**Section 3. Election or Appointment of Other Officers.** Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors, or, unless otherwise specified herein, appointed by the President of the Corporation. The Board of Directors shall be advised of appointments by the President at or before the next scheduled Board of Directors meeting.

**Section 4. Salaries.** The salaries, if any, of all officers of the Corporation to be elected by the Board of Directors pursuant to Article Four, Section 2 hereof shall be determined from time to time by the Board of Directors in its discretion. The salaries of all other elected or appointed officers of the Corporation shall be fixed from time to time by the President of the Corporation or pursuant to his or her direction.

**Section 5. Term; Resignation.** The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors or the President of the Corporation may be removed, with or without cause, by the Board of Directors. Any officers or agents appointed by the President of the Corporation pursuant to Section 3 of this Article Four may also be removed from such officer positions by the President, with or without cause. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors, or, in the case of an officer appointed by the President of the Corporation, by the President or the Board of Directors. Any officer of the Corporation may resign from his or her respective office or position by delivering notice to the Corporation. Such resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

**Section 6. President.** The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. In the absence of the Chairman of the Board or in the event the Board of Directors shall not have designated a chairman of the board, the President shall preside at meetings of the stockholders and the Board of Directors.

**Section 7. Vice Presidents.** The Vice Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe or as the President may delegate from time to time.

**Section 8. Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the stockholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He or she shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it.

**Section 9. Treasurer.** The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires an account of all his or her transactions as treasurer and of the financial condition of the Corporation. Unless otherwise specified by the Board of Directors, the Treasurer shall be the Corporation's Chief Financial Officer.

**Section 10. Other Officers, Employees and Agents.** Each and every other officer, employee and agent of the Corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him, her or it by the Board of Directors, the officer so appointing him, her or it and such officer or officers who may from time to time be designated by the Board of Directors to exercise such supervisory authority.

**Section 11. Indemnification.** The Board of Directors in its sole discretion shall have power on behalf of the Corporation to indemnify any person, other than a director, made a party to any action, suit or proceeding by reason of the fact that such person, or such person's testator or intestate, is or was an officer or employee of the Corporation. To assure indemnification under this Section 11 of all officers and employees who are determined by the Corporation or otherwise to be or to have been "fiduciaries" of any employee benefit plan of the Corporation that may exist from time to time, Section 145 of the DGCL shall, for the purposes of this Section 11, be interpreted as follows: (i) an "other enterprise" shall be deemed to include such an employee benefit plan, including without limitation, any plan of the Corporation that is governed by the Act of Congress entitled "Employee Retirement Income Security Act of 1974," as amended from time to time; (ii) the Corporation shall be deemed to have requested a person to serve the Corporation for purposes of Section 145 of the DGCL, as administrator of an employee benefit plan where the performance by such person of such person's duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan; and (iii) excise taxes assessed on a person with respect to an employee benefit plan pursuant to such Act of Congress shall be deemed "fines."

## ARTICLE FIVE

### CERTIFICATES FOR SHARES

**Section 1. Issue of Certificates.** The Corporation may, with the approval of Board, deliver certificates representing all shares to which stockholders are entitled; and such certificates shall be signed by the Chairman of the Board, President or a Vice President, and the Secretary or an Assistant Secretary of the Corporation, and may be sealed with the seal of Corporation or a facsimile thereof; provided, however, that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares.

**Section 2. Legends for Preferences and Restrictions on Transfer.** This Section 2 of this Article Five shall only apply if the shares of stock are certificated. The designations, relative rights, preferences and limitations applicable to each class of shares the variations in rights, preferences and limitations determined for each series within a class (and the authority of the Board of Directors to determine variations for future series) shall be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the stockholder a full statement of this information on request and without charge. Every certificate representing shares that are restricted as to the sale, disposition, or transfer of such shares shall also indicate that such shares are restricted as to transfer and there shall be set forth or fairly summarized upon the certificate, or the certificate shall indicate that the Corporation will furnish to any stockholder upon request and without charge, a full statement of such restrictions. If the Corporation issues any shares that are not registered under the Securities Act of 1933, as amended, and registered or qualified under the applicable state securities laws, the

transfer of any such shares shall be restricted substantially in accordance with the following legend:

“THESE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR UNDER ANY APPLICABLE STATE LAW. THE SECURITIES MAY NOT BE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER SUCH ACT AND ANY APPLICABLE STATE LAW OR PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF SUCH ACT AND SUCH LAWS.”

**Section 3. Facsimile Signatures.** The signatures of the Chairman of the Board, the President or a Vice President and the Secretary or Assistant Secretary upon a certificate may be facsimiles, if the certificate is manually signed by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer at the date of the issuance.

**Section 4. Lost Certificates.** This Section 4 of this Article Five shall only apply if the shares of stock are certificated. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his, her or its legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

**Section 5. Transfer of Shares.** Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

**Section 6. Registered Shareholders.** The Corporation shall be entitled to recognize the exclusive rights of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware. The foregoing shall not apply with respect to, or otherwise limit in any way, the rights of any pledgee of the shares of the Corporation, and the Corporation shall recognize the rights of any pledgee, as proxy or otherwise, to vote or otherwise exercise its rights and remedies in connection with the pledge or hypothecation of the Corporation's shares, subject to the terms of the financing giving rise to any such pledge or hypothecation.



## ARTICLE SIX

### GENERAL PROVISIONS

**Section 1. Dividends.** From time to time, the Board of Directors may declare and the Corporation may pay dividends on its outstanding shares in cash, property or its own shares pursuant to law and subject to the provisions of the Certificate of Incorporation.

**Section 2. Reserves.** The Board of Directors may create by resolution a reserve or reserves out of earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

**Section 3. Checks.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may designate from time to time.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each year, unless otherwise fixed by resolution of the Board of Directors.

**Section 5. Gender.** All pronouns used in these Bylaws in any gender shall extend to and shall include all other genders as the context may require.

## ARTICLE SEVEN

### AMENDMENTS OF BYLAWS

Unless otherwise provided by law, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by action of the Board of Directors or the holders of a majority of the shares.