

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT7142171

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
JAND, INC.	06/14/2021
RECEIVING PARTY DATA	
Name:	WARBY PARKER INC.
Street Address:	233 SPRING STREET
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10013
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	17549563
CORRESPONDENCE DATA	
Fax Number:	(212)692-1020
<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:	2126921000
Email:	scunningham@duanemorris.com
Correspondent Name:	DUANE MORRIS LLP; ATTN: CINDY YANG
Address Line 1:	1540 BROADWAY
Address Line 4:	NEW YORK, NEW YORK 10036-4086
ATTORNEY DOCKET NUMBER:	N2330-00202-CON2
NAME OF SUBMITTER:	CINDY YANG
SIGNATURE:	/Cindy Yang/
DATE SIGNED:	01/26/2022
Total Attachments: 27	
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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 IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "JAND, INC.", CHANGING ITS NAME FROM "JAND, INC." TO "WARBY PARKER INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JUNE, A.D. 2021, AT 10:34 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4684478 8100
SR# 20212439755

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

Authentication: 203439194
Date: 06-14-21

PATENT
REEL: 058859 FRAME: 0364

**ELEVENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
JAND, INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

JAND, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is JAND, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on May 7, 2009 under the name JAND, Inc.

SECOND: That the Board of Directors of this corporation (the "Board of Directors") duly adopted resolutions proposing to amend and restate the Tenth Amended and Restated Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Tenth Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

WARBY PARKER INC., A PUBLIC BENEFIT CORPORATION

ARTICLE I.

The name of this corporation is Warby Parker Inc.

ARTICLE II.

The address of the registered office of this corporation in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, Zip Code 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III.

A. Purposes. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

B. Benefit Corporation. This corporation shall be a public benefit corporation, as contemplated by subchapter XV of the General Corporation Law, or any successor provisions, that it is intended to operate in a responsible and sustainable manner and to produce a public benefit or benefits, and is to be managed in a manner that balances the stockholders' pecuniary interests, the

State of Delaware

Secretary of State

Division of Corporations

Delivered 10:34 AM 06/14/2021


FILED 10:34 AM 06/14/2021

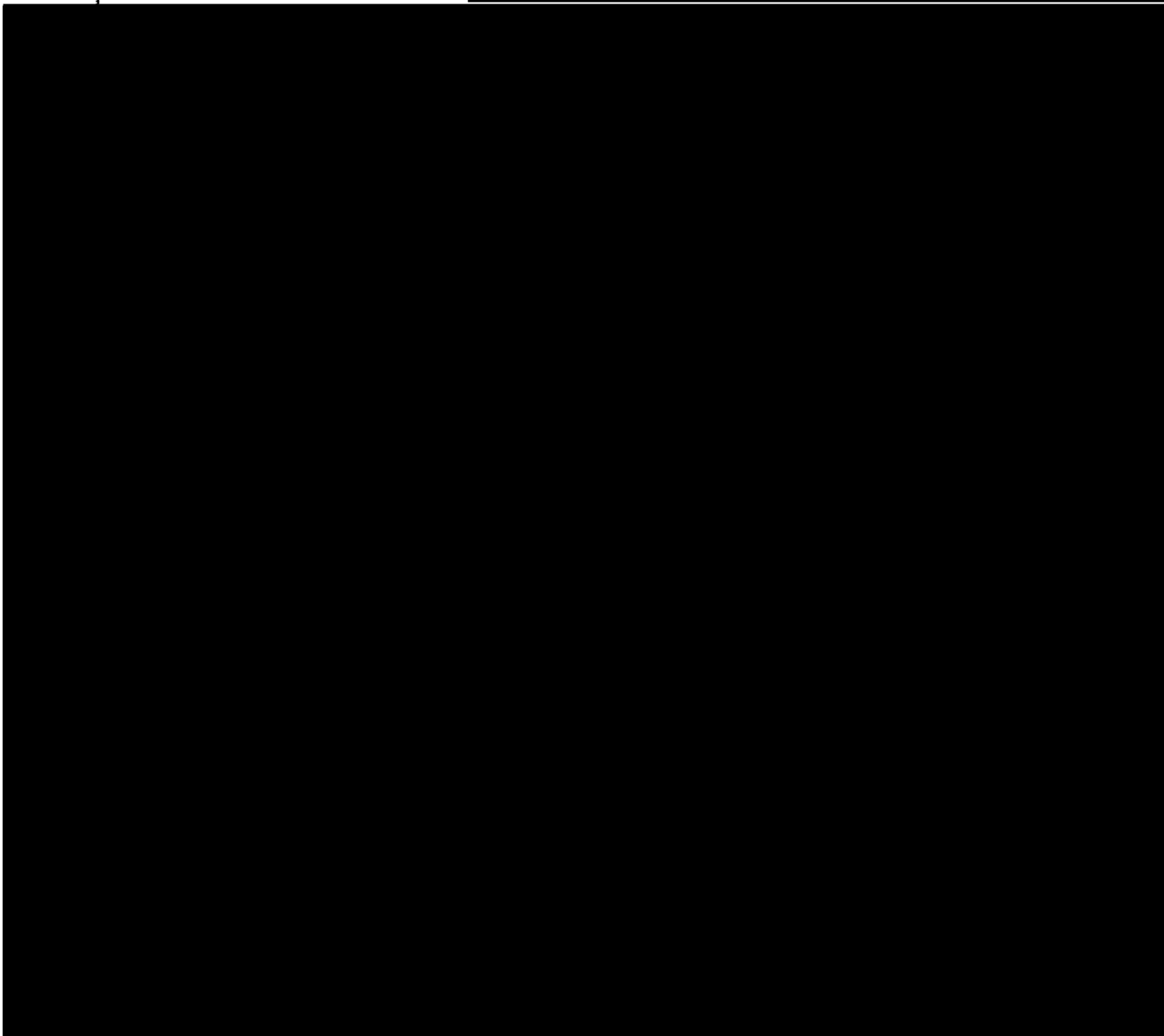
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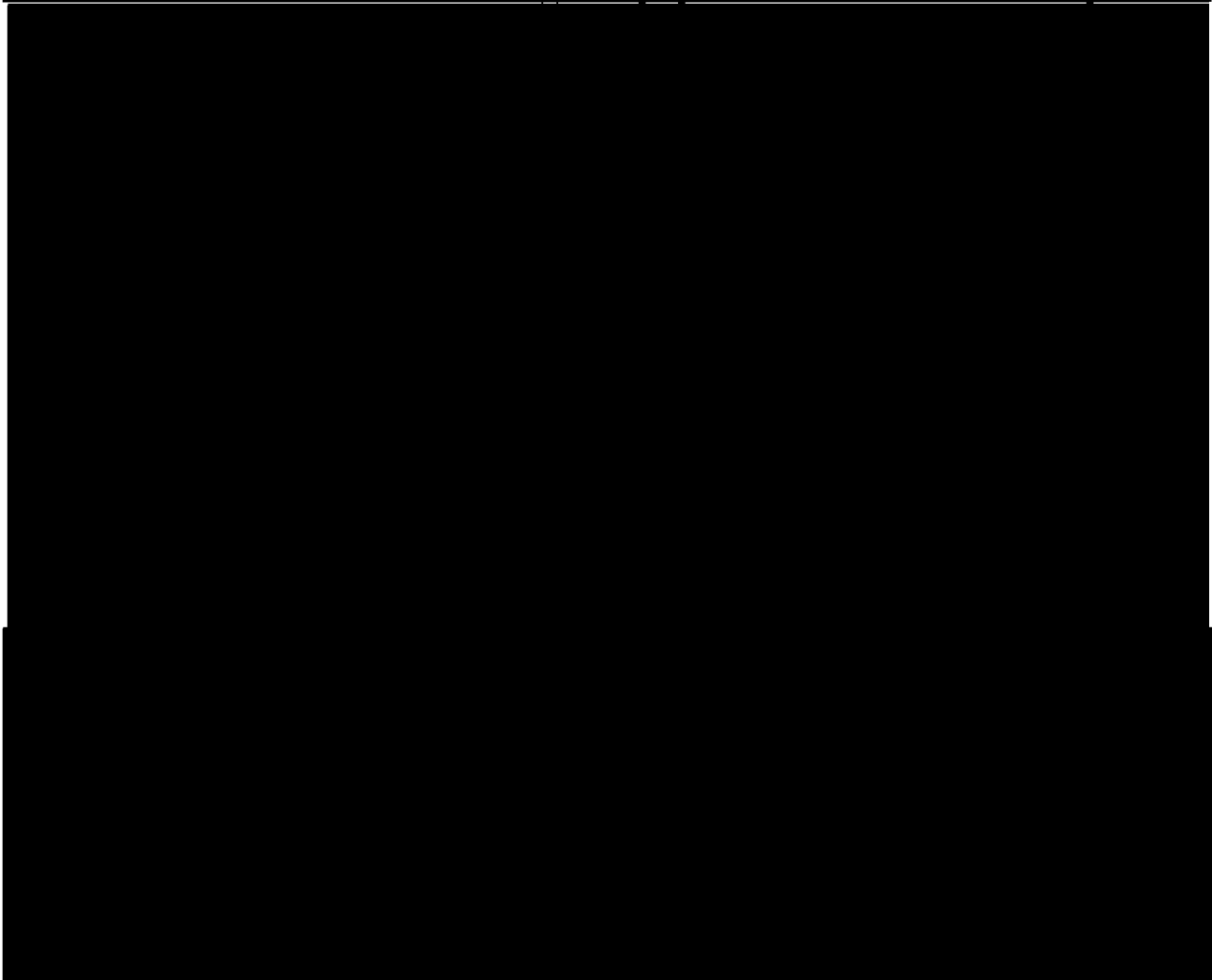
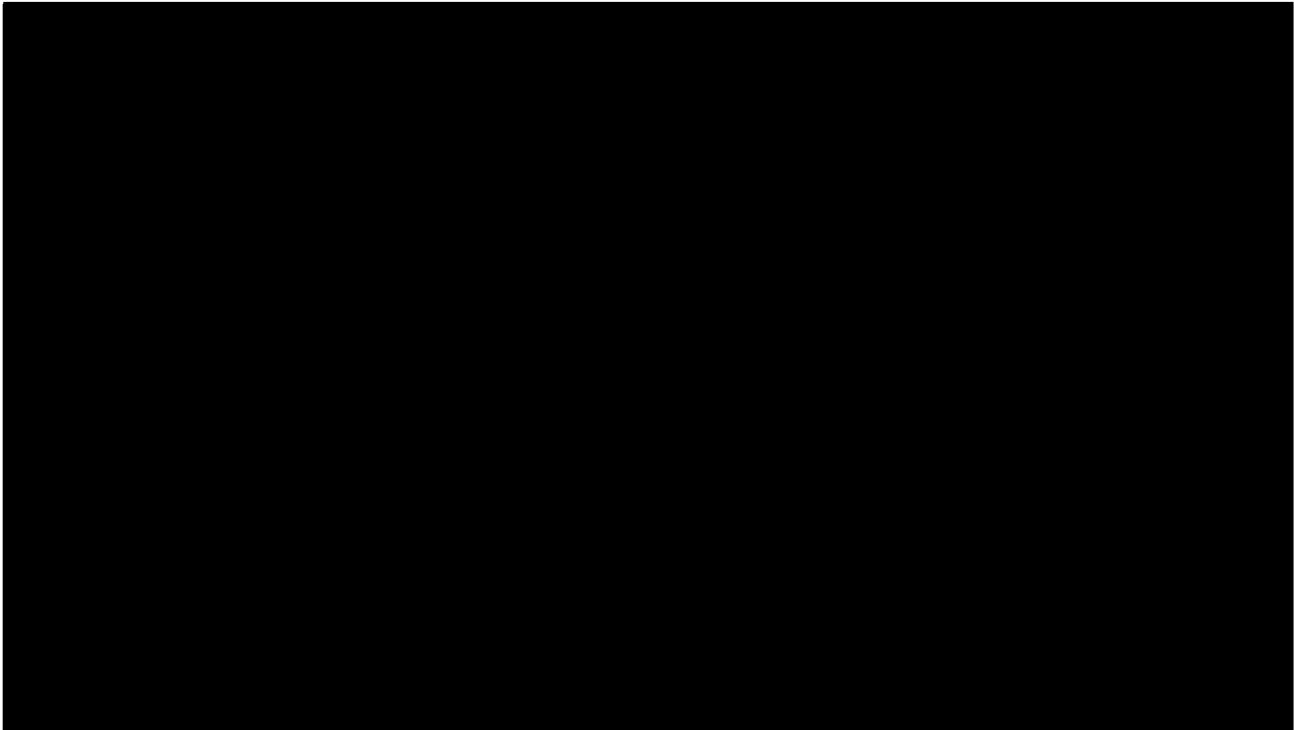
best interests of those materially affected by this corporation's conduct and the public benefit or benefits identified in this Eleventh Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"). Accordingly, it is intended that the business and operations of this corporation create a material positive impact on society and the environment, taken as a whole. If the General Corporation Law is amended to alter or further define the management and operation of public benefit corporations, then this corporation shall be managed and operated in accordance with the General Corporation Law, as so amended.

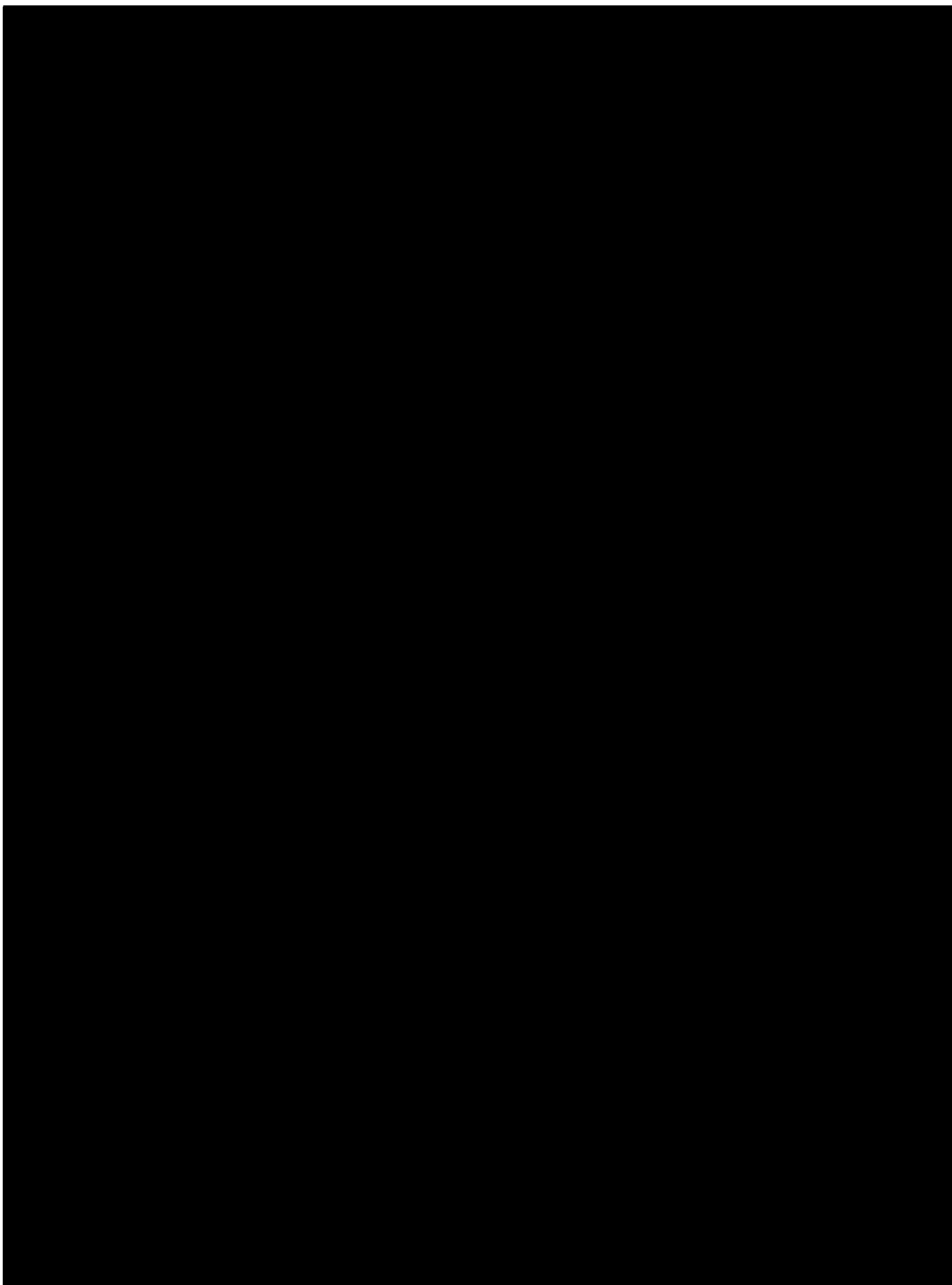
C. Public Benefit Purpose. The specific public benefits to be promoted by the corporation are to provide access to products and services that promote vision and eye health and to work towards positively impacting the communities in which the corporation operates.

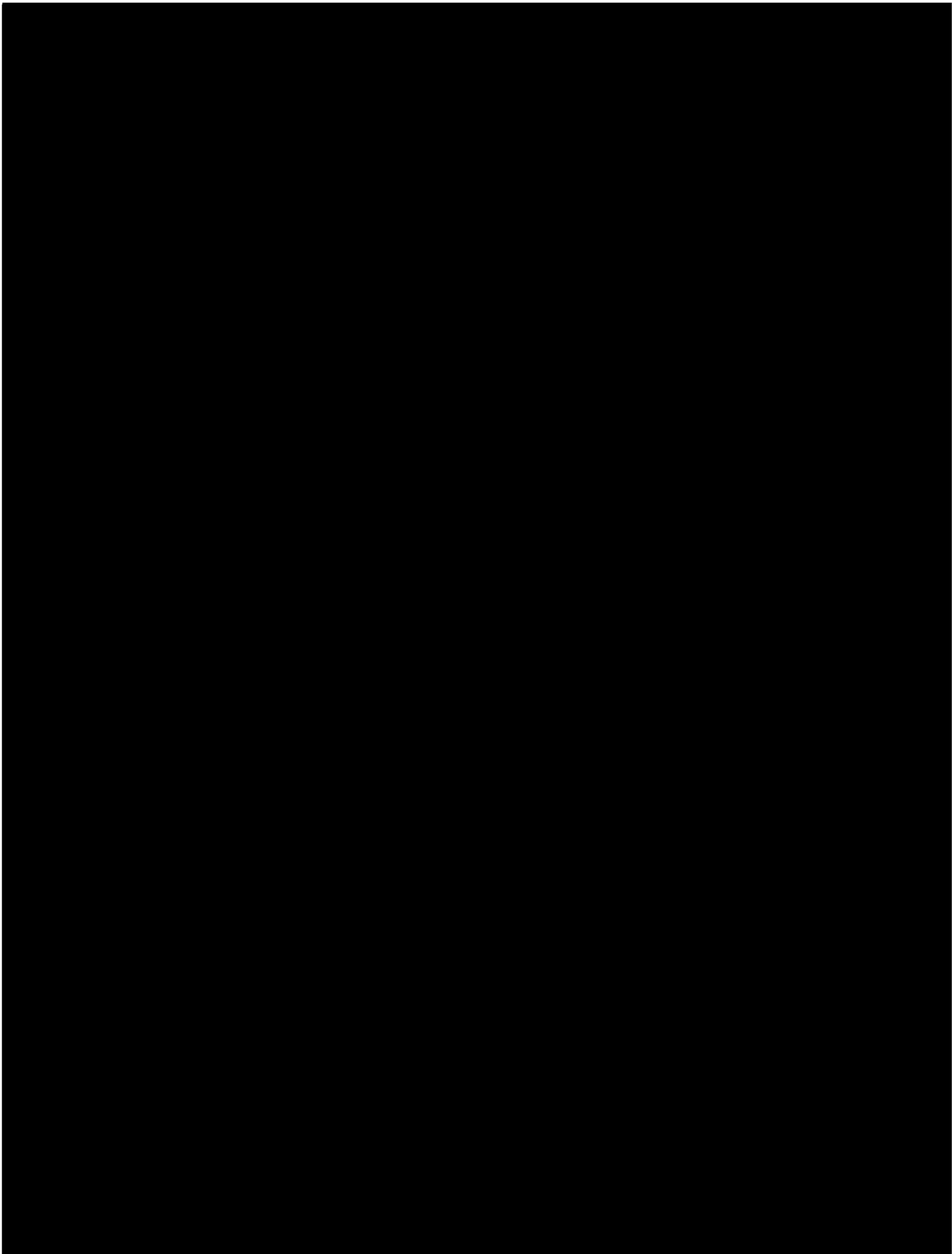
ARTICLE IV.

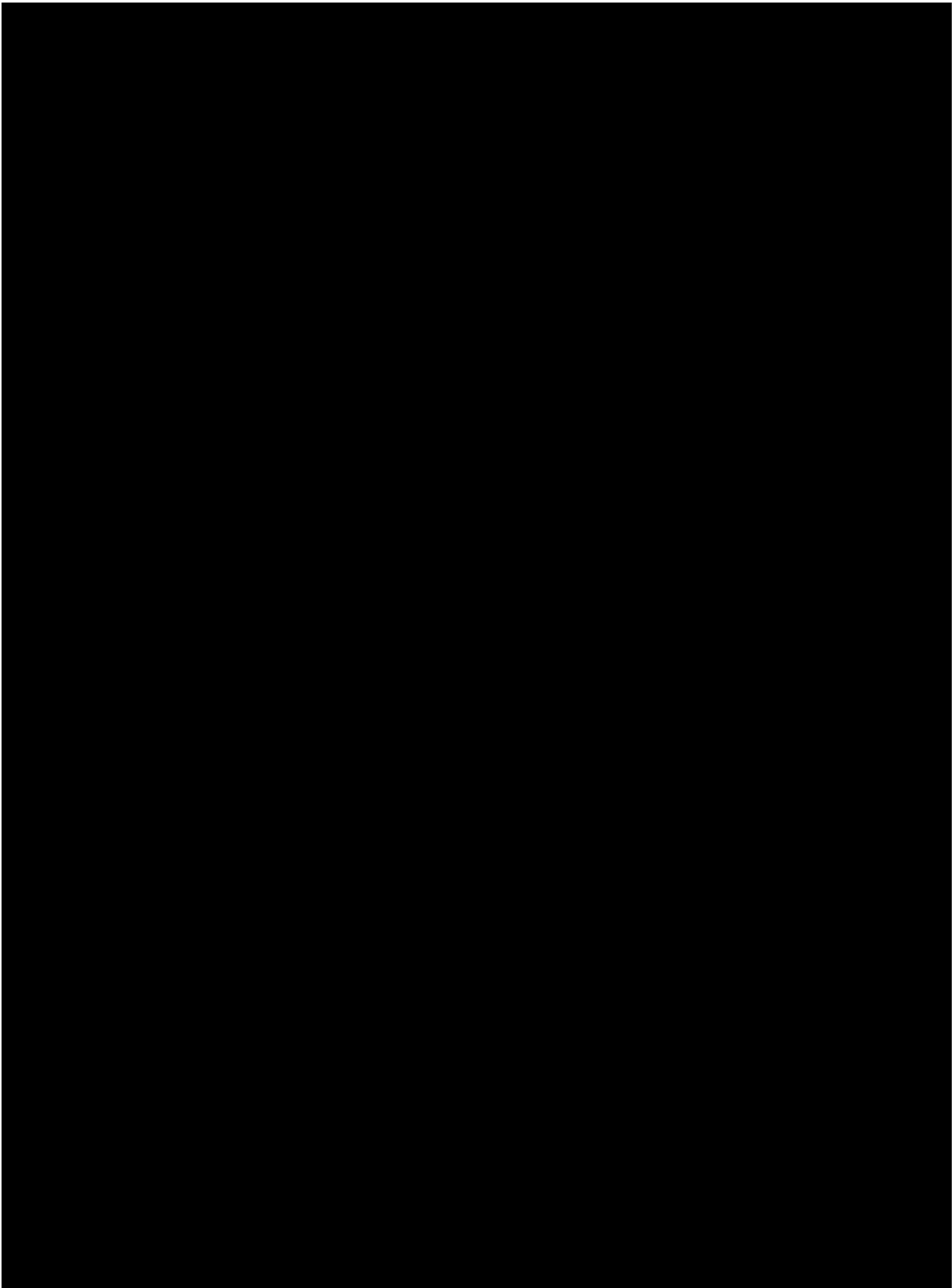
A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue 

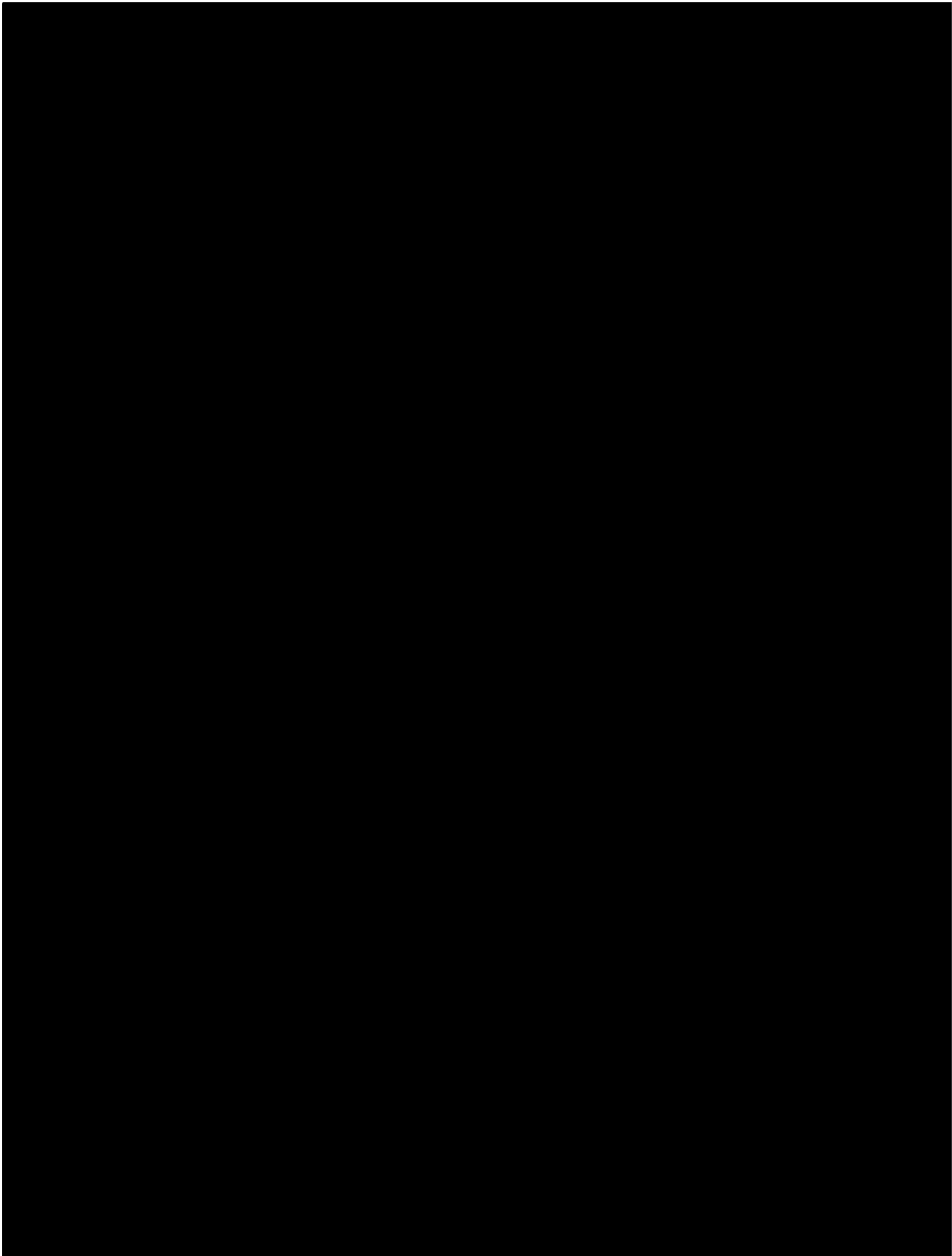


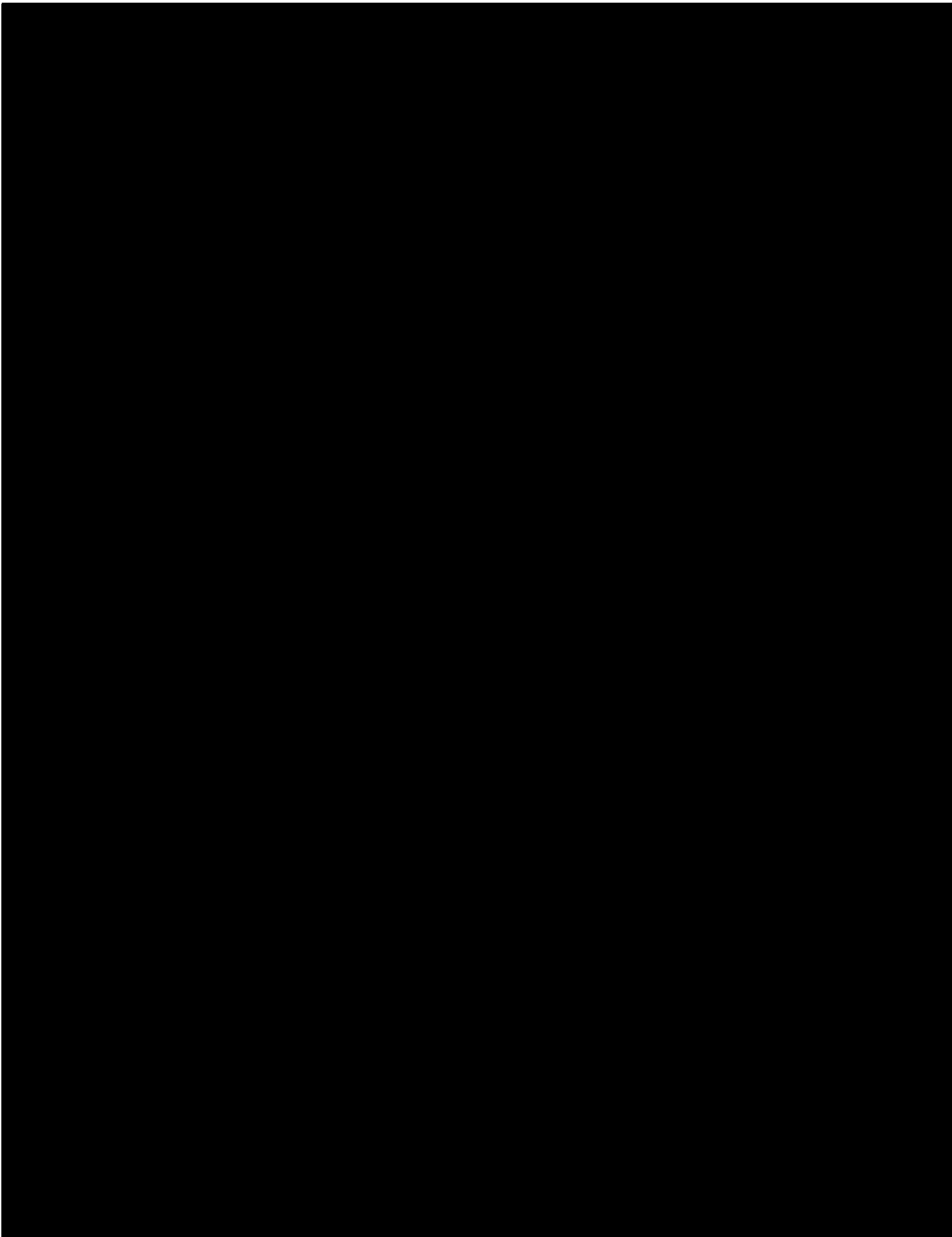


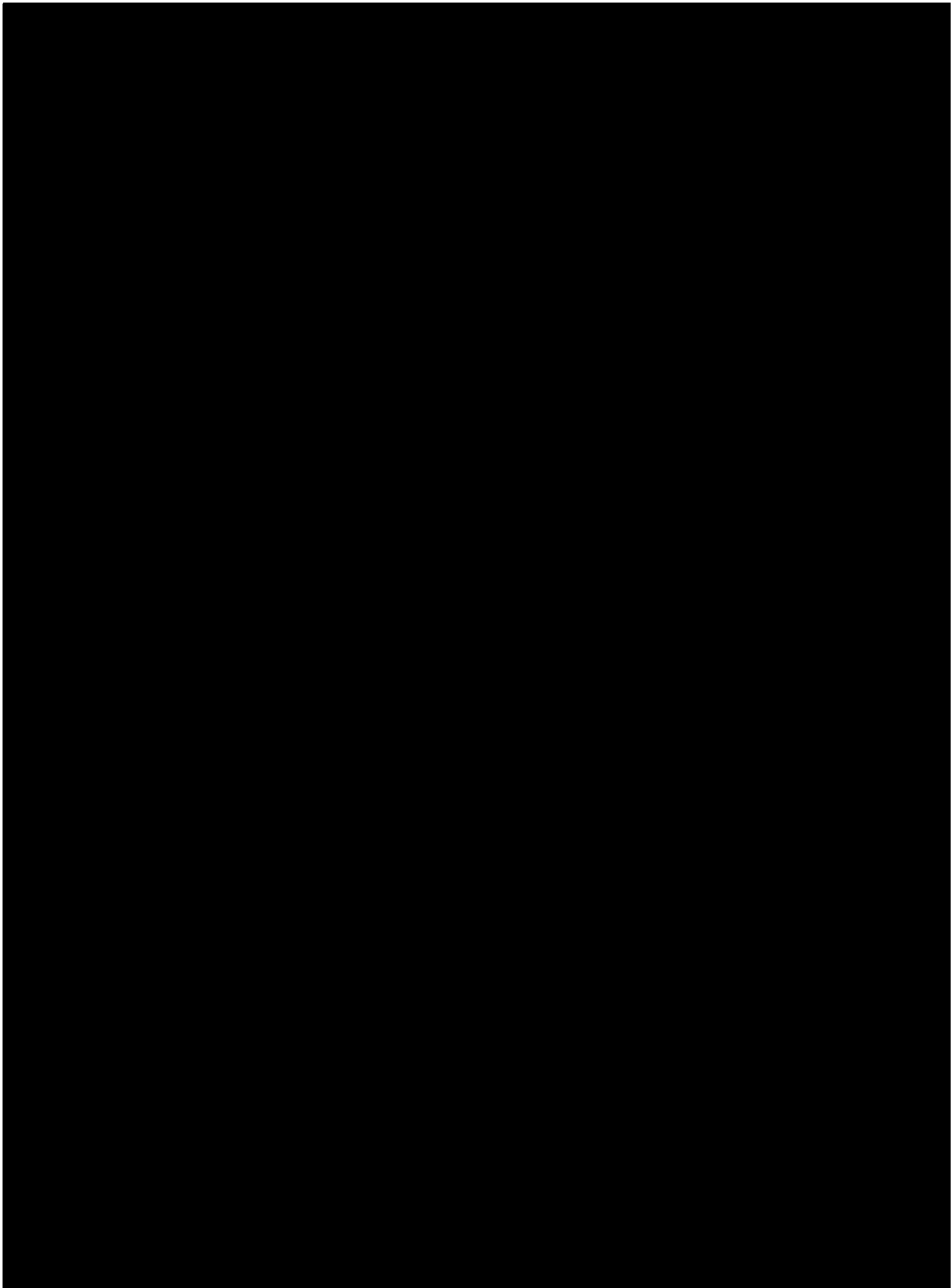


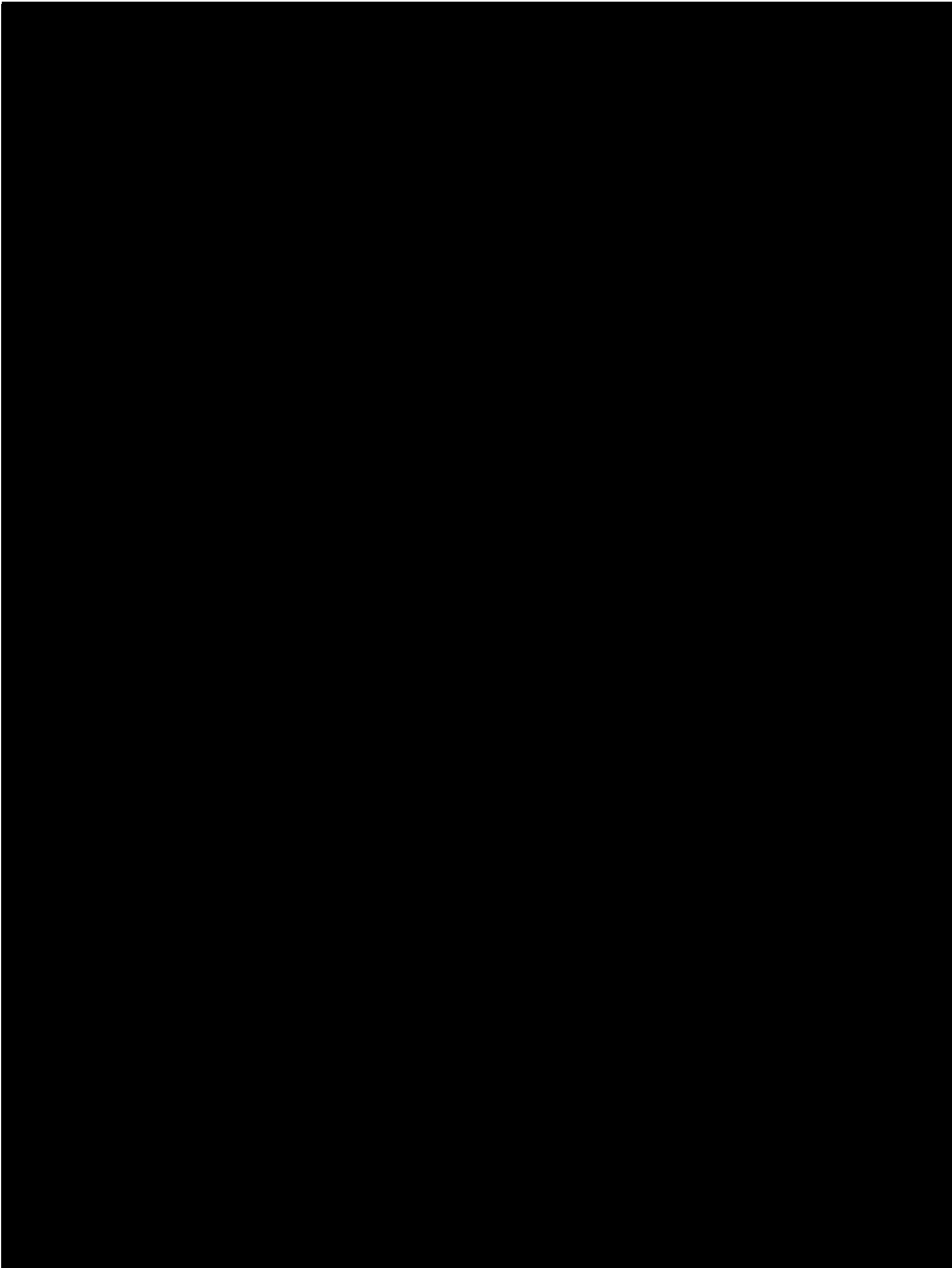


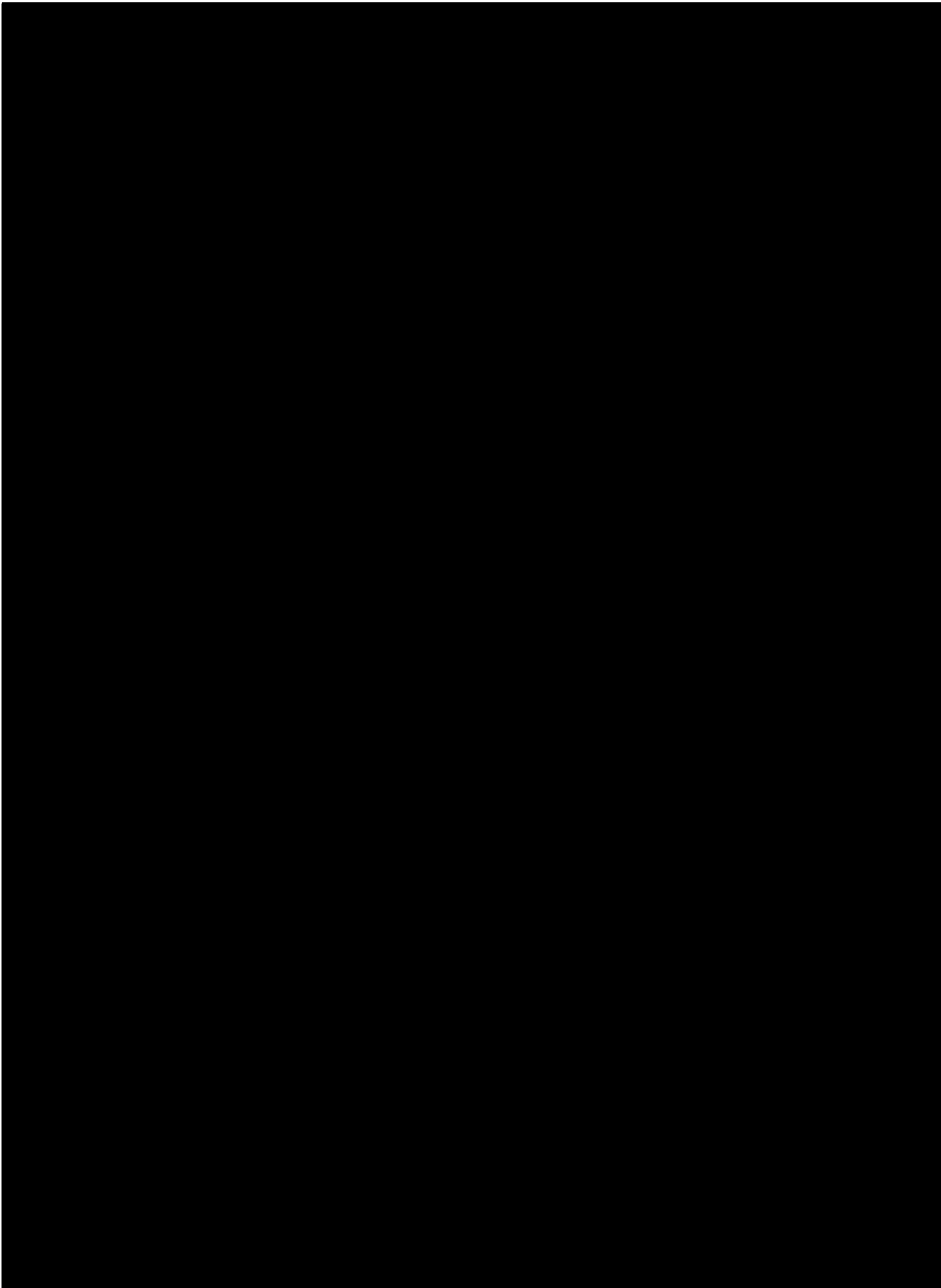


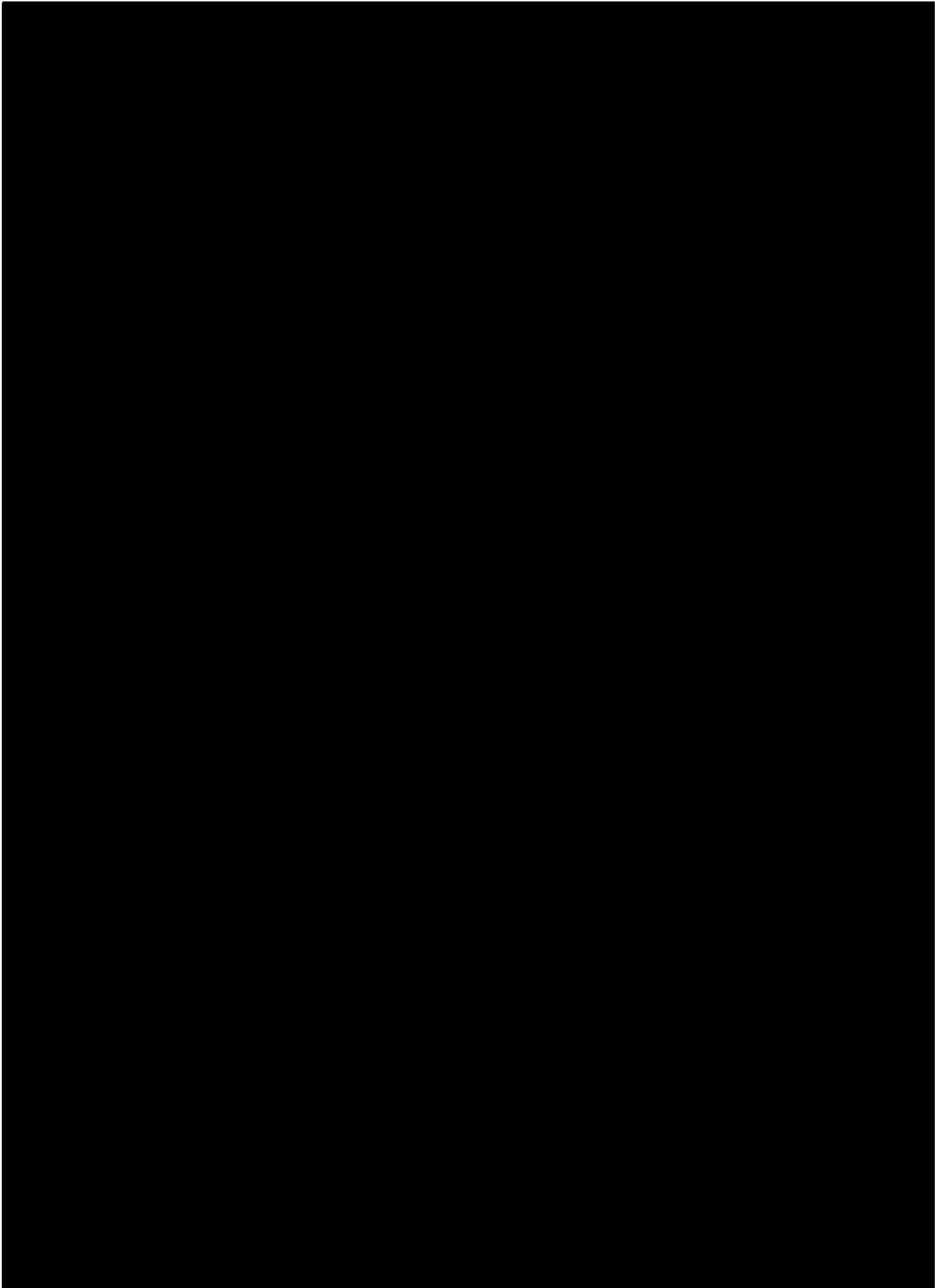


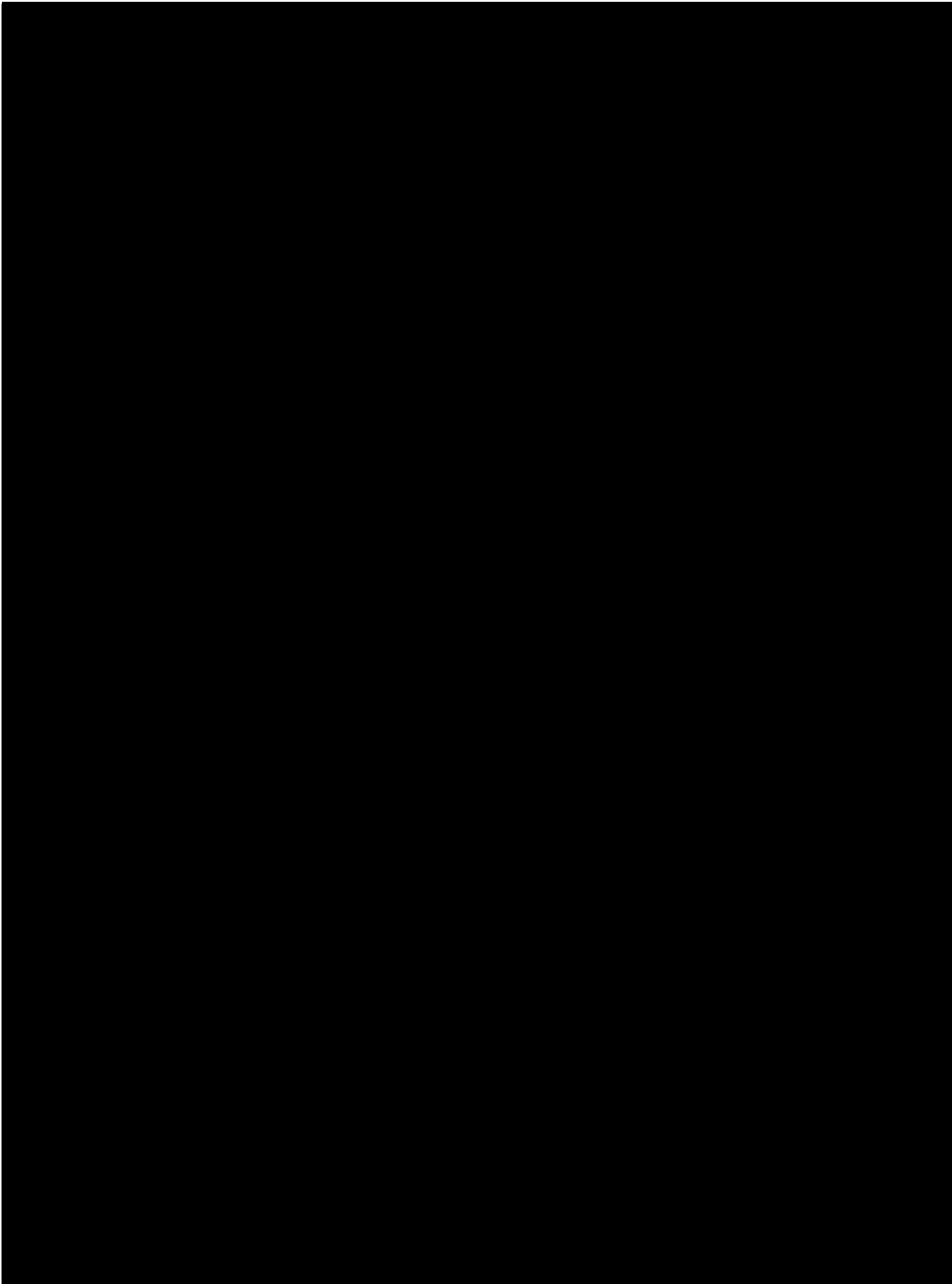


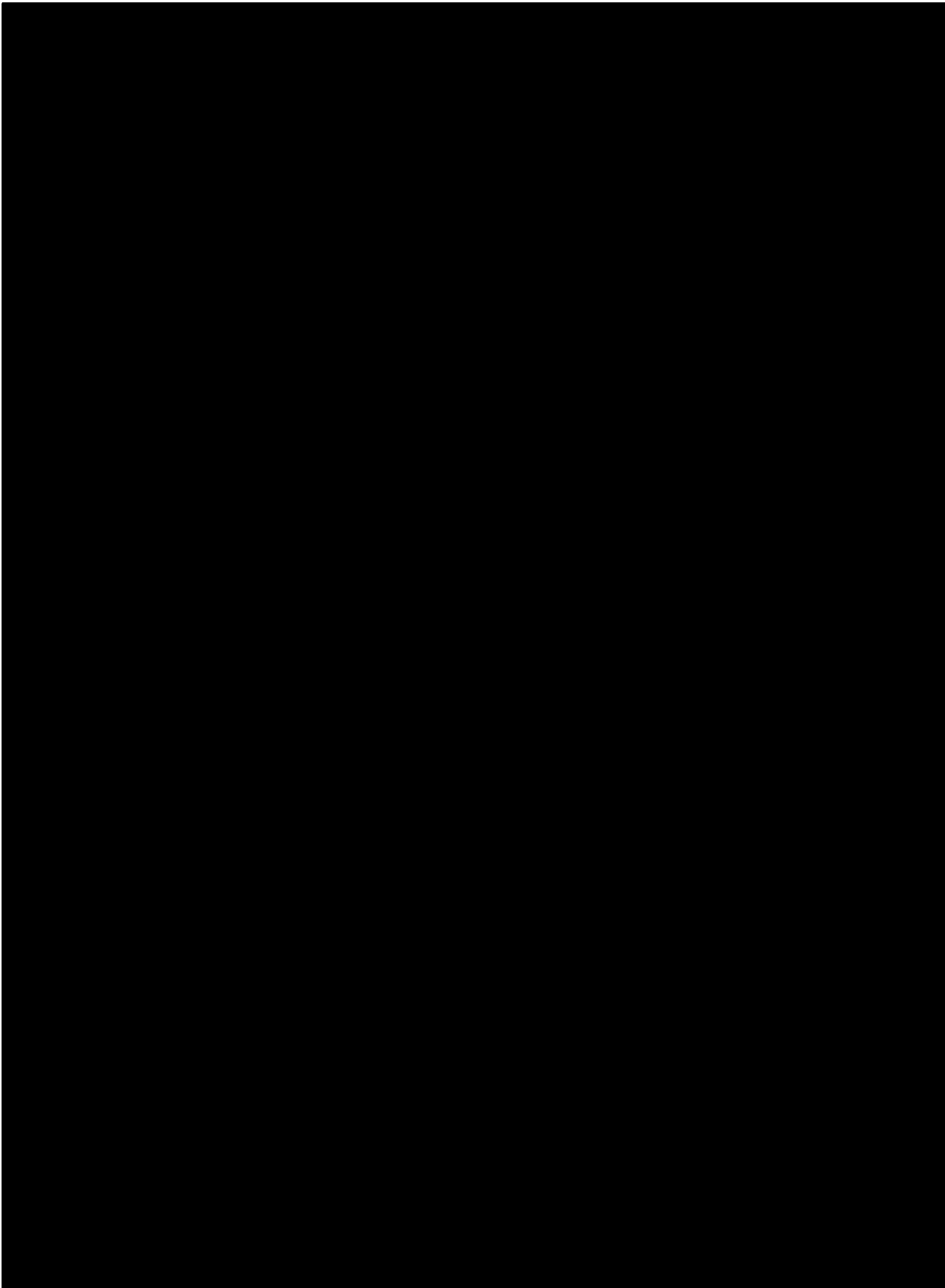


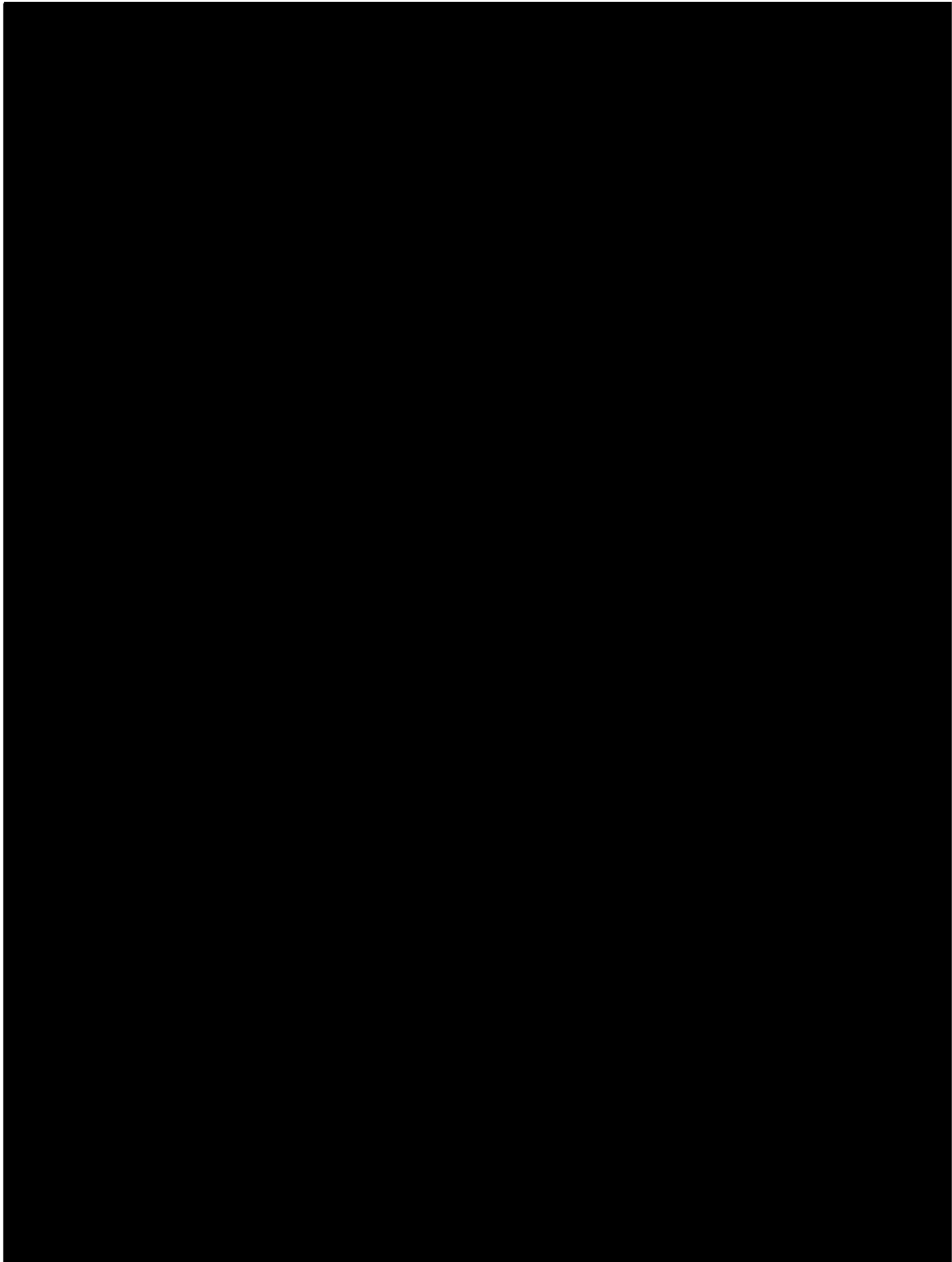


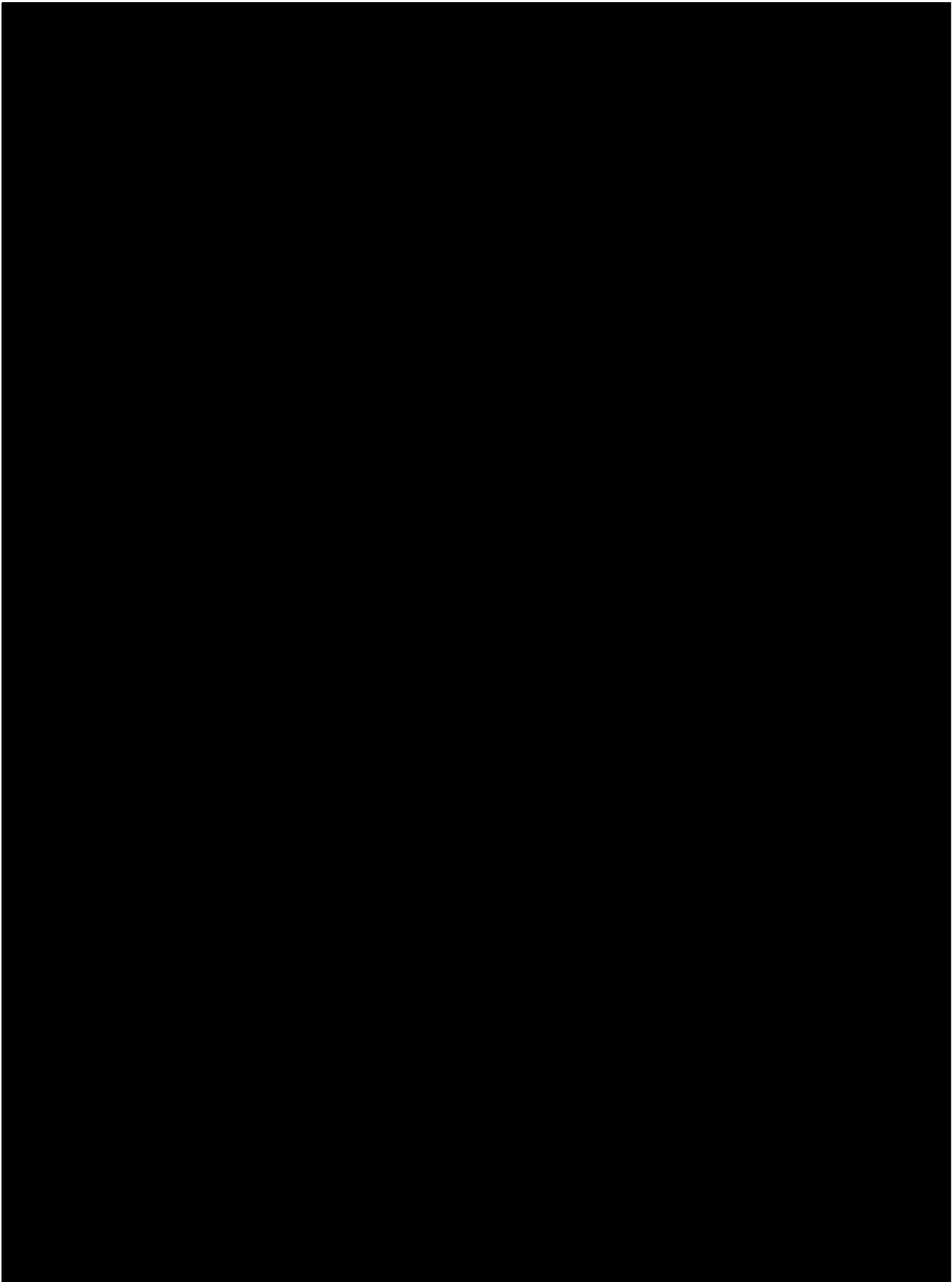


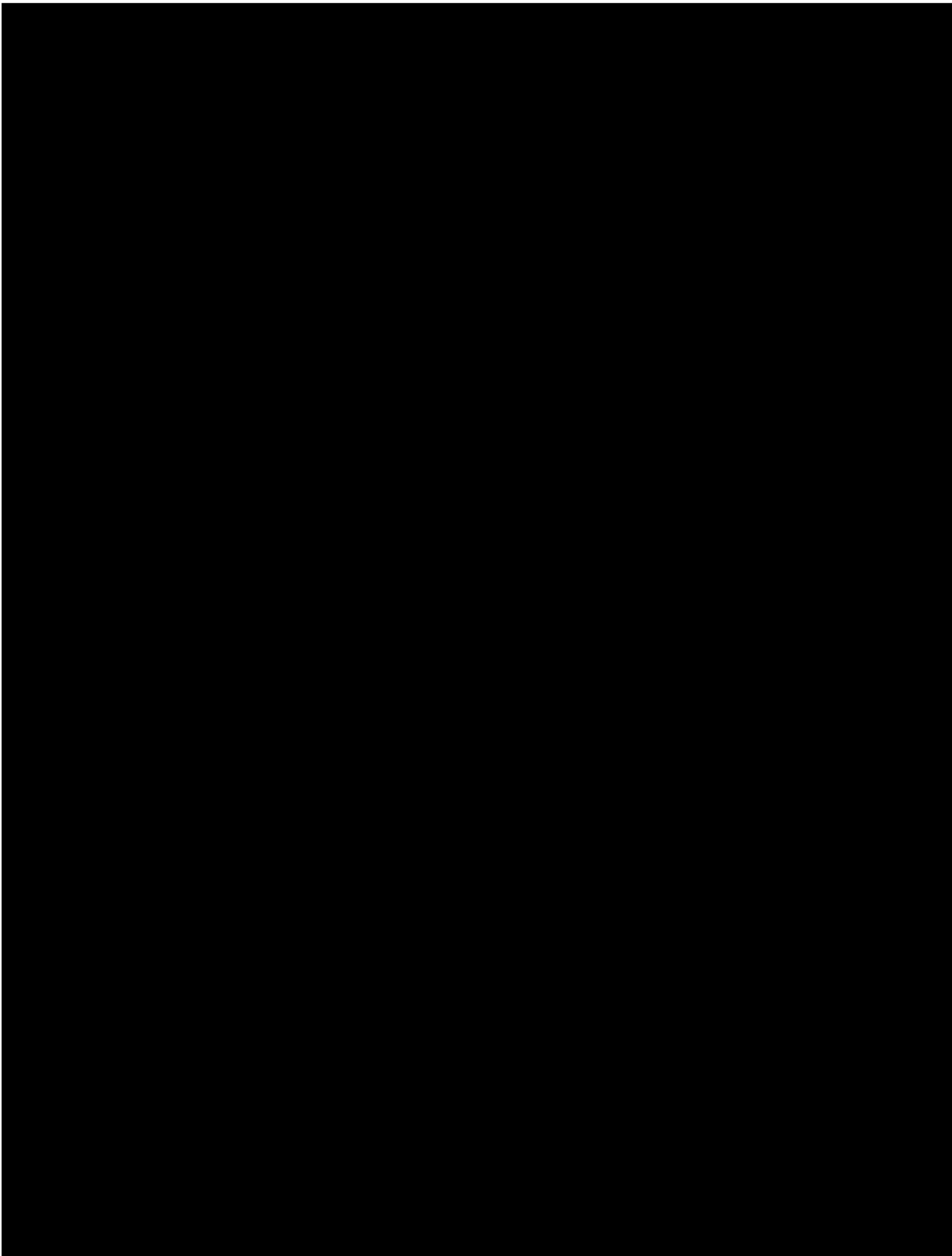


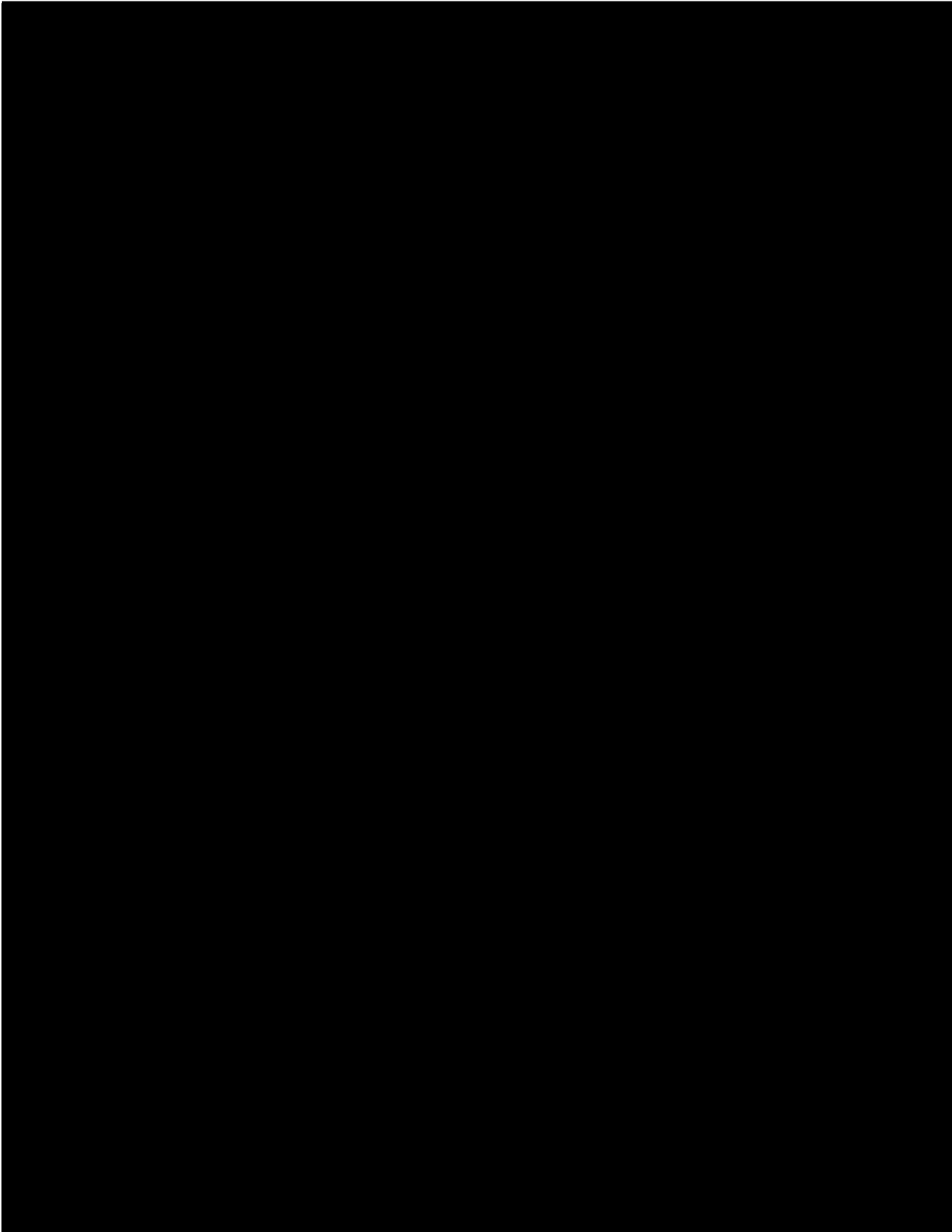


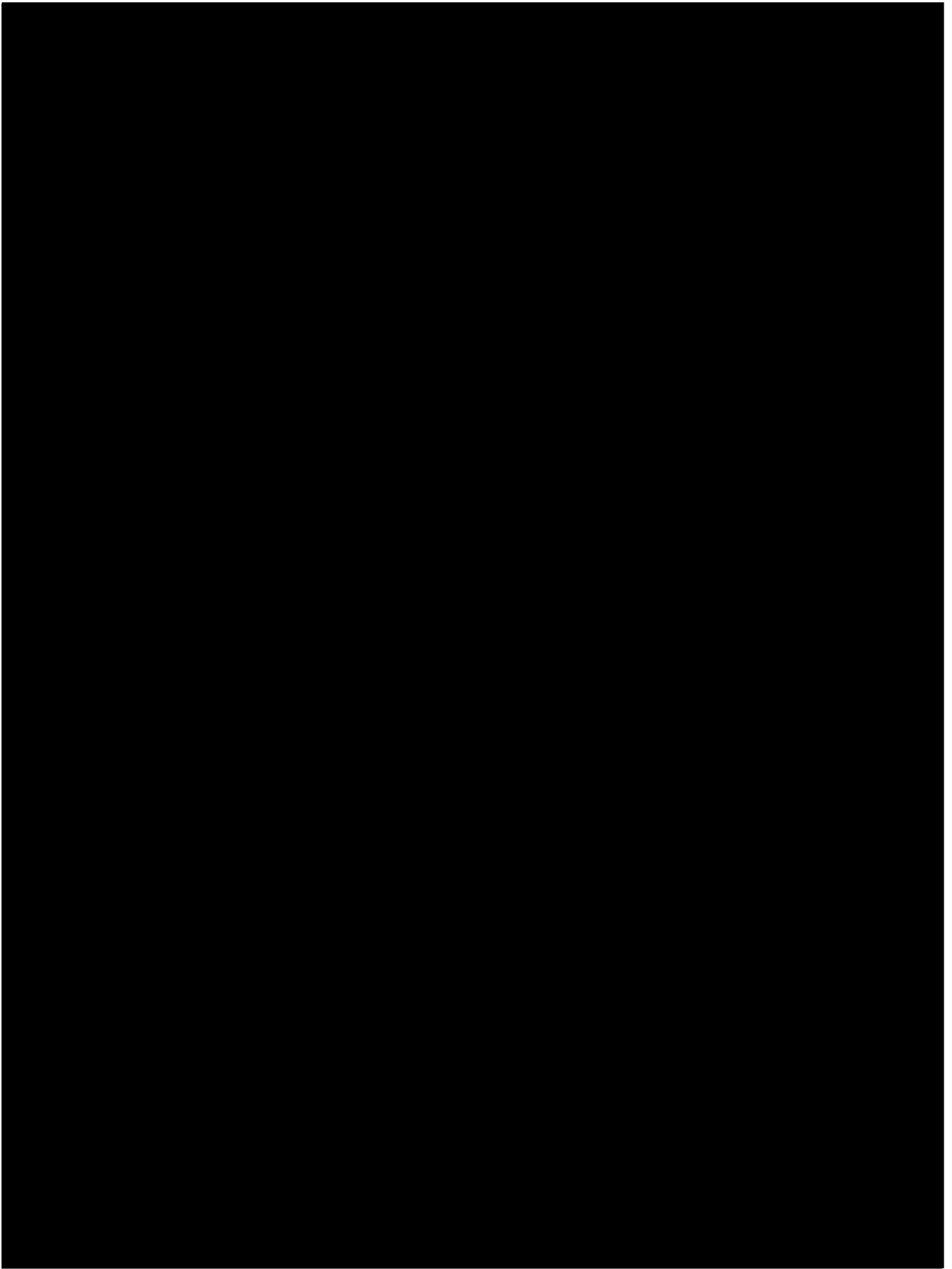














ARTICLE V.

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

ARTICLE VI.

The number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

ARTICLE VII.

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

ARTICLE VIII.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of this corporation may provide. The books of this corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of this corporation.

ARTICLE IX.

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any disinterested failure to satisfy Section 365 of the General Corporation Law shall not, for the purposes of Sections 102(b)(7) or 145 of the General Corporation Law, or for purposes of any use of the term "good faith" in this Certificate of Incorporation or the Bylaws in regard to the indemnification or advancement of expenses of officers, directors, employees or agents, constitute an act or omission not in good faith, or a breach of the duty of loyalty.

Any amendment, repeal or modification of the foregoing provisions of this Article IX by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such amendment, repeal or modification.

ARTICLE X.

This corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the corporation who is not an employee of the corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the corporation.

ARTICLE XI.

This corporation reserves the right to amend, alter, change or repeal any provision in violation of the General Corporation Law and solely to the extent required by the General Corporation Law, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII.

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of

this corporation (and any other persons to which General Corporation Law permits this corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XII shall not adversely affect any right or protection of a director, officer, employee, agent or other person existing at the time of, or increase the liability of any such person with respect to any acts or omissions of such person occurring prior to, such amendment, repeal or modification.

ARTICLE XIII.

A. Definitions. As used herein, the following terms will have the meanings set forth below.

1. A “Regulated Holder” means a bank holding company subject to the provisions of the Bank Holding Company Act of 1956, as amended, and as implemented by the Board of Governors of the Federal Reserve System, whether pursuant to regulation or interpretation (the “BHCA”), together with its affiliates (as defined in Regulation Y (12 C.F.R. Part 225)).

2. A “Transferee” means a party to whom a Regulated Holder transfers shares of Series B-1 Preferred Stock and the transferees of such party (in each case, other than Permitted Regulatory Transferees).

3. A “Permitted Regulatory Transferee” shall mean a person or entity who acquires shares of Series B-1 Preferred Stock from a Regulated Holder or its Transferees in any of the following transfers (each a “Permitted Regulatory Transfer”):

- (a) a widespread public distribution;
- (b) a private placement in which no one party acquires the right to purchase 2% or more of any class of voting securities (as such term is used for purposes of the BHCA), of the corporation;
- (c) an assignment to a single party (e.g., a broker or investment banker) for the purpose of conducting a widespread public distribution on behalf of a Regulated Holder and its Transferees; or
- (d) to a party who would control more than 50% of the voting securities (as such term is used for purposes of the BHCA) of the corporation without giving effect to the shares of Series B-1 Preferred Stock transferred by a Regulated Holder and its Transferees.

B. This corporation shall be bound by the following restrictions (each, a “BHCA Regulatory Restriction”):

1. This corporation shall not directly or indirectly, repurchase, redeem, retire or otherwise acquire any of this corporation's capital securities, or take any other action (including effecting a public offering in which any of outstanding shares of Preferred Stock are converted into Common Stock), if, as a result, the Regulated Holder and its Transferees would own or control, or be deemed to own or control, collectively, greater than (i) 4.99% of the voting power of any class of voting securities of this corporation or (ii) 9.99% of the total equity of this corporation (in each case, as such terms used in the preceding sentence are defined and used, and as such percentages are calculated, under the BHCA).

2. If this corporation declares a distribution payable in any form of property other than in cash, each holder of a share of Series B-1 Preferred Stock shall be entitled to receive, at its election, in lieu of such property, a cash payment equal to the fair market value of the property that such holder would have been entitled to receive upon such distribution, as reasonably determined by the Board of Directors in good faith.

C. In the event of a breach of any BHCA Regulatory Restriction or Article XIII(D) or if a Regulated Holder is unable to transfer pursuant to Article XIII(D) all or any part of the shares of this corporation's stock then-held by it because such transfer is not permitted pursuant to applicable securities laws, the Regulated Holder may exercise any remedies available to it against this corporation, including requiring this corporation to repurchase the relevant portion of the shares held by the Regulated Holder necessary to give effect to Article XIII(B) or (D), as applicable, at a per share price equal to the then current fair market value of (i) if shares of Series B Preferred Stock are then-outstanding, a share of Series B Preferred Stock (and not the fair market value of a share of Series B-1 Preferred Stock), as reasonably determined by the Board of Directors in good faith, or (ii) if no shares of Series B Preferred Stock are then-outstanding, a share of Series B-1 Preferred Stock, as reasonably determined by the Board of Directors in good faith with such determination being made assuming that the rights, preferences and privileges applicable to the Series B Preferred Stock (and not the Series B-1 Preferred Stock) that are set forth herein, as in effect as of the Filing Date for the Series B Preferred Stock, are the rights, preferences and privileges of the Series B-1 Preferred Stock.

D. If (w) a Regulated Holder is deemed to be in control of this corporation (as "control" is used for purposes of the BHCA), (x) a Regulated Holder believes in good faith that it may be deemed to be in control of this corporation (as "control" is used for purposes of the BHCA) or that it is not permitted to hold all or part of its shares of this corporation's stock or, if applicable, its other securities of this corporation under the relevant banking laws, regulations and agency interpretations and guidance, (y) all of the shares of Non-Regulated Preferred have been converted into Common Stock pursuant to Section 4(b)(i) of Part B of Article IV of the Certificate of Incorporation and the Major Investors (as defined in that certain Second Amended and Restated Investors' Rights Agreement, dated on or around the original issue date for the Series B Preferred Stock (as amended, the "Rights Agreement")), other than such Regulated Holder, collectively hold less than 70% of the Registrable Securities (as defined in the Rights Agreement) that such Major Investors held on the effective date of the Rights Agreement (as adjusted for any stock splits or combinations, stock dividends, reclassifications, exchanges, recapitalizations or the like) or (z) the Regulated Holder learns of any activities directly or indirectly by or on behalf of this corporation, its affiliates or any of their respective officers, directors or employees, or anyone for whose acts or defaults any of the foregoing may be liable, that may constitute or give rise to a violation of

applicable anti-bribery or anti-corruption laws by this corporation, then (i) this corporation will cooperate in good faith to provide the Regulated Holder with information relevant to its determination under clause (w), (x), (y) or (z), (ii) the Regulated Holder shall be permitted to sell or otherwise transfer its shares of Series B-1 Preferred Stock or any other securities of this corporation then-held by the Regulated Holder (subject to applicable securities laws) and (iii) this corporation will use its commercially reasonable efforts to facilitate such sale or transfer in good faith (which shall include, at a minimum, making management available to prospective buyers and providing customary due diligence material, subject to a customary confidentiality agreement).

E. To the extent further required, this corporation will (i) cooperate in good faith with a Regulated Holder in order to avoid the Regulated Holder being deemed to be in control of this corporation or any successor or acquiring corporation or entity (as “control” is used for purposes of the BHCA) as a result of any arrangements with any Regulated Holder, (ii) avoid any circumstances under which the Regulated Holder would not be permitted to hold all or a portion of its shares of Series B-1 Preferred Stock, any shares of capital stock of this corporation issuable upon conversion thereof, or any security of (w) this corporation, (x) any successor thereto, (y) any acquiring corporation or (z) any entity the securities of which have been issued in respect of or exchange for any such shares of Series B-1 Preferred Stock or such capital stock, then-held by the Regulated Holder under the relevant banking laws, regulations and agency interpretations and guidance and (iii) take commercially reasonable efforts to provide that any security of this corporation or of any successor or acquiring corporation or entity issued to a Regulated Holder in any transaction to which this corporation is a party contains terms and characteristics that comply with any regulatory requirements applicable to the Regulated Holder.

F. In the event of any conflict with any provision of this Certificate of Incorporation, the terms of this Article XIII shall prevail.

ARTICLE XIV.

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding asserting a claim on behalf of the corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee or agent of the corporation to the corporation or the corporation’s stockholders, (C) any action or proceeding asserting a claim against the corporation arising pursuant to any provision of the General Corporation Law or the Certificate of Incorporation or Bylaws, (D) any action or proceeding asserting a claim as to which the General Corporation Law confers jurisdiction upon the Court of Chancery of the State of Delaware, or (E) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That said Eleventh Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation’s Tenth Amended and

Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Eleventh Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 14th day of June, 2021.

JAND, INC.

/s/ Neil Blumenthal
Neil Blumenthal, President

**SIGNATURE PAGE TO ELEVENTH AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION**

RECORDED: 01/26/2022

**PATENT
REEL: 058859 FRAME: 0390**