

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT7354074

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
ALLIED BIOSCIENCE, INC.	02/23/2022

RECEIVING PARTY DATA

Name:	SRFC BIO, INC.
Street Address:	6009 W. PARKER RD
Internal Address:	STE 149-1198
City:	PLANO
State/Country:	TEXAS
Postal Code:	75093-8121

PROPERTY NUMBERS Total: 27

Property Type	Number
Patent Number:	11033031
Patent Number:	10980236
Patent Number:	11029266
Patent Number:	11191858
Patent Number:	10993441
Patent Number:	10456493
Patent Number:	11160893
Patent Number:	10258046
Patent Number:	11166458
Patent Number:	11077234
Patent Number:	11020278
Patent Number:	10420342
Patent Number:	10463046
Patent Number:	9963596
Patent Number:	10182570
Patent Number:	10238114
Patent Number:	10194664
Patent Number:	10040097
Patent Number:	10040952

PATENT

Property Type	Number
Patent Number:	9855584
Patent Number:	9849207
Patent Number:	10421870
Patent Number:	9918475
Patent Number:	9856360
Patent Number:	9550689
Patent Number:	9528009
Patent Number:	9757769

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 6023826228

Email: ipdocket@swlaw.com,hsobelman@swlaw.com,mnorton@swlaw.com,dmier@swlaw.com

Correspondent Name: HOWARD I. SOBELMAN

Address Line 1: 400 E. VAN BUREN

Address Line 2: ONE ARIZONA CENTER

Address Line 4: PHOENIX, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	64674.PATS
NAME OF SUBMITTER:	HOWARD I. SOBELMAN
SIGNATURE:	/Howard I. Sobelman/
DATE SIGNED:	05/27/2022

Total Attachments: 13

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**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

Allied BioScience, Inc., a Delaware corporation, for the purpose of amending its Certificate of Incorporation pursuant to the Delaware General Corporation Law (the “*DGCL*”), hereby certifies that:

FIRST. The name of the corporation is Allied BioScience, Inc. (the “*Corporation*”). The date of filing of the Corporation’s original Certificate of Incorporation in Delaware was February 18, 2020.

SECOND. In order to change the corporate name of the Corporation, Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

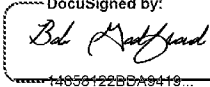
The name of the corporation is **SRFC Bio, Inc.** (the “*Corporation*”).

THIRD. This Certificate of Amendment to Certificate of Incorporation of the Corporation (“*Certificate of Amendment*”) herein certified has been duly adopted, pursuant to Section 242 of the DGCL, by the written consent of the board of directors of the Corporation.

FOURTH. This Certificate of Amendment shall become effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on the 23rd day of February, 2022.

ALLIED BIOSCIENCE, INC.

By: 

14056122BDA9419...
Bob Godfroid, PhD
President and Chief Science Officer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALLIED BIOSCIENCE, INC." FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2021, AT 9:16 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE NINETEENTH DAY OF FEBRUARY, A.D. 2021 AT 5 O`CLOCK P.M.



A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "JEFFREY W. BULLOCK, Secretary of State" is printed in a small font.

5153158 8100F
SR# 20210506551

Authentication: 202539096
Date: 02-18-21

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

PATENT
REEL: 060205 FRAME: 0172

**CERTIFICATE OF INCORPORATION
OF
ALLIED BIOSCIENCE, INC.**

ARTICLE I

The name of the corporation is Allied BioScience, Inc. (the "**Corporation**").

ARTICLE II

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 Delaware General Corporation Law. The Corporation is to have perpetual existence.

ARTICLE III

The address of the registered office of the Corporation in the State of Delaware is located at 1675 South State Street, Suite B, Dover, Kent County, Delaware 19901. The name of its registered agent at such address is Capitol Services, Inc.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 150,000,000, consisting of 100,000,000 shares of Common Stock, \$0.0001 par value per share ("**Common Stock**"), and 50,000,000 shares of Preferred Stock, \$0.0001 par value per share ("**Preferred Stock**"), of which 8,168,000 shares of Preferred Stock have been designated "**Series A-1 Preferred Stock**," and 25,232,000 shares of Preferred Stock have been designated "**Series A-2 Preferred Stock**" (the Series A-2 Preferred Stock and the Series A-1 Preferred Stock, collectively, the "**Series A Preferred Stock**").

ARTICLE V

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of Common Stock (the "**Common Stockholders**") are subject to and qualified by the rights, powers and preferences of the holders of Preferred Stock (the "**Preferred Stockholders**").

2. Dividends. Subject to the rights of the Preferred Stockholders, the Common Stockholders shall be entitled to receive such dividends and other distributions in cash, securities or other property of the Corporation as may be declared thereon by the board of directors of the Corporation (the "**Board of Directors**") from time to time out of the assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in all such dividends and other distributions.

3. Voting. The Common Stockholders are entitled to one vote for each share of Common Stock held at all meetings of stockholders of the Corporation ("**Stockholders**") (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, Common Stockholders, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation

that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation or pursuant to the Delaware General Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

B. SERIES A PREFERRED STOCK

Series A Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to “sections” or “subsections” in this Part B of this Article V refer to sections and subsections of this Part B of this Article V.

1. Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any Junior Stock (as defined below) unless (in addition to obtaining any consents required elsewhere in this Certificate of Incorporation) the holders of Series A Preferred Stock (the “**Series A Preferred Stockholders**”) then outstanding shall first have received total cumulative dividends equal to the applicable Series A Original Issue Price (as defined below). Thereafter, the Corporation shall not declare, pay or set aside any dividends on shares of any Junior Stock unless (in addition to obtaining any consents required elsewhere in this Certificate of Incorporation) the Series A Preferred Stockholders then outstanding shall receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to (a) the amount of the dividend payable on each share of such Junior Stock divided by the original issuance price of such Junior Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series), and (b) such fraction multiplied by an amount equal to the applicable Series A Original Issue Price. “**Junior Stock**” means shares of Common Stock and any other capital stock of the Corporation, other than Series A Preferred Stock, Parity Stock and Senior Stock. “**Parity Stock**” means shares of Preferred Stock that by their terms rank *pari passu* with Series A Preferred Stock as to redemption, the payment of dividends or distribution of assets upon a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, a Deemed Liquidation Event (as defined below), or any other liquidation, dissolution or winding up of the Corporation. “**Senior Stock**” means shares of Preferred Stock that by their terms rank senior to Series A Preferred Stock as to redemption, the payment of dividends or distribution of assets upon a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, a Deemed Liquidation Event, or any other liquidation, dissolution or winding up of the Corporation. Any dividends paid on Series A Preferred Stock shall be made (i) *pari passu* with any shares of Parity Stock entitled to participate *pari passu* with Series A Preferred Stock, and (ii) subject to the rights of any series of Senior Stock that ranks senior to Series A Preferred Stock, in each case, with respect to dividends. The “**Series A Original Issue Price**” means, with respect to Series A-1 Preferred Stock, \$0.70 per share, and with respect to Series A-2 Preferred Stock, \$1.25 per share, in each case, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to Series A Preferred Stock.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Series A Preferred Stockholders. In the event of

any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the shares held by the Series A Preferred Stockholders then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to the Stockholders, and in the event of a Deemed Liquidation Event, the shares held by Series A Preferred Stockholders then outstanding shall be entitled to be paid out of the consideration payable to the Stockholders in such Deemed Liquidation Event or out of the Available Proceeds (as defined below), as applicable, before any payment shall be made to the holders of Junior Stock by reason of their ownership thereof, an amount per share equal to the applicable Series A Original Issue Price, plus any dividends declared but unpaid thereon immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence is hereinafter referred to as the “**Series A Liquidation Amount**”); provided, that any payment made to the Series A Preferred Stockholders pursuant to this Subsection 2.1 shall be made (a) *pari passu* with any shares of Parity Stock entitled to participate *pari passu* with Series A Preferred Stock, and (b) subject to the rights of any series of Senior Stock that ranks senior to Series A Preferred Stock, in each case, with respect to a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to the Stockholders shall be insufficient to pay the Series A Preferred Stockholders and holders of any Parity Stock the full amount to which they shall be entitled under this Subsection 2.1, the Series A Preferred Stockholders and such holders of Parity Stock shall share ratably in any distribution of the assets available for distribution based on the number of shares of Series A Preferred Stock or Parity Stock held by each such Series A Preferred Stockholder or holder of Parity Stock, as applicable.

2.2 Payments to Holders of Junior Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment in full of the Series A Liquidation Amount required to be paid to the Series A Preferred Stockholders, and any amounts required to be paid to holders of any Parity Stock, the remaining assets of the Corporation available for distribution to the Stockholders or, in the case of a Deemed Liquidation Event, the consideration not payable to the Series A Preferred Stockholders or such holders of Parity Stock pursuant to Subsection 2.1 or the remaining Available Proceeds, as the case may be, shall be distributed among the holders of Junior Stock in accordance with their terms.

2.3 Deemed Liquidation Events.

2.3.1 Definition. Each of the following events shall be considered a “**Deemed Liquidation Event**” unless the Series A Preferred Stockholders holding at least a majority of the outstanding shares of Series A Preferred Stock (the “**Requisite Holders**”) elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event:

(a) a merger or consolidation in which (i) the Corporation is a constituent party, or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, in each case, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (A) the surviving or resulting corporation, or (B) if the surviving or resulting corporation is a wholly-owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b) (i) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of

the Corporation of all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole, or (ii) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly-owned subsidiary of the Corporation.

2.3.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 2.3.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the “**Merger Agreement**”) provides that the consideration payable to the Stockholders in such Deemed Liquidation Event shall be paid to the Stockholders in accordance with Subsections 2.1 and 2.2.

(b) In the event of a Deemed Liquidation Event referred to in Subsection 2.3.1(a)(ii) or 2.3.1(b), if the Corporation does not effect a dissolution of the Corporation under the Delaware General Corporation Law within 90 days after such Deemed Liquidation Event, then the Corporation shall send a written notice to each Series A Preferred Stockholder no later than the 90th day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause, (i) to require the redemption of such shares of Series A Preferred Stock, and (ii) if the Requisite Holders so request in a written instrument delivered to the Corporation not later than 120 days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors), together with any other assets of the Corporation available for distribution to the Stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the “**Available Proceeds**”), on the 120th day after such Deemed Liquidation Event, to redeem all outstanding shares of Series A Preferred Stock at a price per share equal to the Series A Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Series A Preferred Stock and any Parity Stock, the Series A Preferred Stockholders and holders of such Parity Stock shall share ratably in any distribution of the assets available for distribution based on the number of shares of Series A Preferred Stock and Parity Stock, as applicable, held by each such Series A Preferred Stockholder and holder of Parity Stock. Prior to the redemption provided for in this Subsection 2.3.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business.

2.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the Stockholders upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities to be paid or distributed to such Stockholders pursuant to such Deemed Liquidation Event. The value of such property, rights or securities shall be determined in good faith by the Board of Directors.

2.3.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Subsection 2.3.1(a)(i), if any portion of the consideration payable to the Stockholders is payable only upon satisfaction of contingencies (the “**Additional Consideration**”), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the “**Initial Consideration**”) shall be allocated among the Stockholders in accordance with Subsections 2.1 and 2.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event, and (b) any Additional

Consideration which becomes payable to the Stockholders upon satisfaction of such contingencies shall be allocated among the Stockholders in accordance with Subsections 2.1 and 2.2 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Subsection 2.3.4, consideration placed into escrow or retained as a holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

3. Voting. On any matter presented to the Preferred Stockholders for their action or consideration at any meeting of Preferred Stockholders (or by written consent of the Preferred Stockholders in lieu of meeting), each Series A Preferred Stockholder is entitled to one vote for each share of Series A Preferred Stock held by such Series A Preferred Stockholder. Except as provided by law or by the other provisions of this Certificate of Incorporation, Series A Preferred Stockholders shall vote together with the Common Stockholders as a single class on an as converted basis, as if there were a conversion pursuant to Subsection 4.1 immediately prior to the record date thereof (including, without limitation, for the election of directors of the Corporation (“**Directors**”)).

4. Mandatory Conversion.

4.1 Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock to the public in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$50,000,000 of gross proceeds to the Corporation and in connection with such offering the Common Stock is listed for trading on the Nasdaq Stock Market’s National Market, the New York Stock Exchange or another exchange or marketplace approved by the Board of Directors, or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the Requisite Holders (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the “**Mandatory Conversion Time**”), then: (i) each outstanding share of Series A Preferred Stock shall automatically be converted into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the applicable Series A Original Issue Price by the applicable Series A Conversion Price (as defined below); provided, that if the Corporation shall at any time or from time to time after the Effective Time (as defined below) (A) effect a subdivision of the outstanding Common Stock, the applicable Series A Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding, or (B) combine the outstanding shares of Common Stock, the applicable Series A Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding (any adjustment under subsection (A) and (B) shall become effective at the close of business on the date the subdivision or combination becomes effective); and (ii) such shares may not be reissued by the Corporation. As used herein, the “**Series A Conversion Price**” means, with respect to Series A-1 Preferred Stock, the Series A-1 Original Issue Price, and with respect to Series A-2 Preferred Stock, the Series A-2 Original Issue Price.

4.2 Procedural Requirements. All Series A Preferred Stockholders shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Series A Preferred Stock pursuant to this Section 4. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each Series A Preferred Stockholder holding shares in certificated form shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify

the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Series A Preferred Stock converted pursuant to Subsection 4.1, including the rights, if any, to receive notices and vote (other than as a Common Stockholder), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Subsection 4.2. As soon as practicable after the Mandatory Conversion Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Series A Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof, and (b) pay cash as provided in Subsection 4.3 in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Series A Preferred Stock converted. Such converted Series A Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for Stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

4.3 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

5. Redemption. The Series A Preferred Stock are not redeemable at the option of the holder thereof.

6. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all of the Series A Preferred Stockholders by the affirmative written consent or vote of the Requisite Holders.

7. Notices. Any notice required or permitted by the provisions of this Article V to be given to a Series A Preferred Stockholder shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation or given by electronic communication in compliance with the provisions of the Delaware General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

C. AUTHORIZED AND UNISSUED PREFERRED STOCK

The Board of Directors is authorized, subject to any limitations prescribed by applicable law, to provide for the issuance of authorized and unissued shares of Preferred Stock in series, by filing a certificate of designation pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, dividends and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. No vote of the Stockholders shall be a prerequisite to the designation or issuance of any shares of any series of Preferred Stock authorized by and complying with the conditions of this Certificate of

Incorporation. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, without the separate vote of the Preferred Stockholders as a class, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. Unless otherwise expressly provided in the certificate of designations in respect of any series of Preferred Stock, in case the number of shares of such series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE VI

The Board of Directors shall have the power to adopt, alter, amend, change or repeal the Bylaws of the Corporation (the "**Bylaws**") solely by resolution adopted by the affirmative vote of a majority of the Directors. The Stockholders may adopt, amend or repeal the Bylaws only with the affirmative vote of the holders of not less than a majority of the total voting power of all outstanding securities of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class.

ARTICLE VII

Subject to any additional vote required by this Certificate of Incorporation, the number of Directors shall initially be seven and shall thereafter be determined in the manner set forth in the Bylaws. Elections of Directors need not be by written ballot unless the Bylaws shall so provide.

ARTICLE VIII

To the fullest extent permitted by law, a Director shall not be personally liable to the Corporation or the Stockholders for monetary damages for breach of fiduciary duty as a Director. If the Delaware General Corporation Law or any other law of the State of Delaware is amended after the Effective Time to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

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

ARTICLE IX

The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the Corporation ("**Officer**") or, while a Director

or Officer, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article IX, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article IX or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article IX is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-Director or non-Officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article IX shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws, or any agreement, or pursuant to any vote of the Stockholders or disinterested Directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such

person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate Officer or Officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of Directors, Officers and employees under the provisions of this Article IX; and (b) to indemnify or insure Directors, Officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article IX.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

ARTICLE X

The 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 who is not an employee of the Corporation or any of its subsidiaries, or (ii) any Stockholder or any partner, member, director, stockholder, employee, affiliate or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, the persons referred to in clauses (i) and (ii) are "**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 while such Covered Person is performing services in such capacity. Any repeal or modification of this Article X will only be prospective and will not affect the rights under this Article X in effect at the time of the occurrence of any actions or omissions to act giving rise to liability. Notwithstanding anything to the contrary contained elsewhere in this Certificate of Incorporation, the affirmative vote of the Requisite Holders will be required to amend or repeal, or to adopt any provisions inconsistent with this Article X.

ARTICLE XI

Meetings of Stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of 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.

ARTICLE XII

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or Proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any Director, Officer or other employee of the Corporation to the Corporation or the Stockholders, (iii) any action arising pursuant to any provision of the Delaware General Corporation Law or this Certificate of Incorporation or the Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine,

except for, as to each of (i) through (iv) above, any claim as to which such court determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within 10 days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than such court, or for which such court does not have subject matter jurisdiction. Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933 as amended. Any person or entity purchasing or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XII.

ARTICLE XIII

The name and mailing address of the incorporator of the Corporation is:

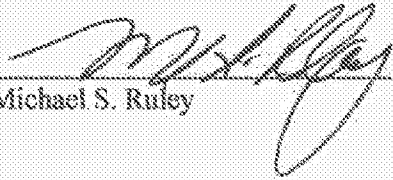
Michael S. Ruley
7500 Dallas Parkway, Suite 800
Plano, TX 75024

ARTICLE XIV

This Certificate of Incorporation shall be effective as of 5:00 p.m. Eastern Savings Time on February 19, 2021 (the “**Effective Time**”).

[Signature page follows]

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of incorporating and organizing a corporation under the Delaware General Corporation Law, does make and file this Certificate of Incorporation on this 18th day of February, 2021, to be effective as of the Effective Time.


Michael S. Ruley