

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM537620

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Axia Technologies, LLC		07/24/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Axia Technologies, Inc.		
Street Address:	4183 State Street		
City:	Santa Barbara		
State/Country:	CALIFORNIA		
Postal Code:	93110		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	4778901	CORRAL	
Registration Number:	4825978	PAYMENT FUSION	
Registration Number:	4843149	PAYMENT INTEGRATION AS A SERVICE	
Registration Number:	4792120	AXIAMED	
Registration Number:	5446757	{A}	
Registration Number:	5412473	{A}	
Registration Number:	5791286	AXIA TECHNOLOGIES	
Registration Number:	5809870	AXIA TECHNOLOGIES	
Registration Number:	5791291	AXIA TECHNOLOGIES	
Registration Number:	5412906	{A}	
CORRESPONDENCE DATA			
Fax Number:	6152446804		
<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:	615-850-8741		
Email:	trademarkdocket@wallerlaw.com		
Correspondent Name:	Robert P. Felber, Jr.		
Address Line 1:	c/o Waller Lansden Dortch & Davis		
Address Line 2:	511 Union Street, Suite 2700		

OP \$265.00 4778901

Address Line 4:	Nashville, TENNESSEE 37219
ATTORNEY DOCKET NUMBER:	030945.74585
NAME OF SUBMITTER:	Robert P. Felber, Jr.
SIGNATURE:	/ROBERT P. FELBER, JR./
DATE SIGNED:	08/21/2019
Total Attachments: 13 source=Axia Certs of Conversion Incorporation 07-24-18#page1.tif source=Axia Certs of Conversion Incorporation 07-24-18#page2.tif source=Axia Certs of Conversion Incorporation 07-24-18#page3.tif source=Axia Certs of Conversion Incorporation 07-24-18#page4.tif source=Axia Certs of Conversion Incorporation 07-24-18#page5.tif source=Axia Certs of Conversion Incorporation 07-24-18#page6.tif source=Axia Certs of Conversion Incorporation 07-24-18#page7.tif source=Axia Certs of Conversion Incorporation 07-24-18#page8.tif source=Axia Certs of Conversion Incorporation 07-24-18#page9.tif source=Axia Certs of Conversion Incorporation 07-24-18#page10.tif source=Axia Certs of Conversion Incorporation 07-24-18#page11.tif source=Axia Certs of Conversion Incorporation 07-24-18#page12.tif source=Axia Certs of Conversion Incorporation 07-24-18#page13.tif	

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 CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "AXIA TECHNOLOGIES, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "AXIA TECHNOLOGIES, LLC" TO "AXIA TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2018, AT 5:33 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

6020487 8100V
SR# 20185821828

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

Authentication: 203124147
Date: 07-25-18

TRADEMARK
REEL: 006726 FRAME: 0397

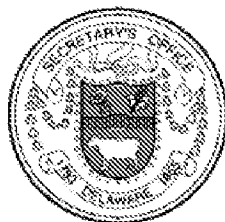
Delaware


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 "AXIA TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2018, AT 5:33 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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Authentication: 203124147
Date: 07-25-18

TRADEMARK
REEL: 006726 FRAME: 0398

CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION

(Pursuant to Section 265 of the Delaware General Corporation Law)

1. The jurisdiction where the Limited Liability Company first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the Limited Liability Company first formed is April 19, 2016.
4. The name of the Limited Liability Company immediately prior to the filing of this Certificate is **AXIA TECHNOLOGIES, LLC**.
5. The name of the Corporation as set forth in the Certificate of Incorporation is **AXIA TECHNOLOGIES, INC.**

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate of Conversion on the date set forth below.

AXIA TECHNOLOGIES, LLC,
a Delaware limited liability company

By: AXIA HOLDINGS, LLC, its Manager

Date: July 24, 2018

By: 
Randal S. Clark, Manager

CERTIFICATE OF INCORPORATION

OF

AXIA TECHNOLOGIES, INC.

FIRST. The name of the Corporation is Axia Technologies, Inc. (the “**Corporation**”).

SECOND. The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Dr., Suite 101, City of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The sole director of the Corporation (the “**Director**”) is expressly authorized to make, alter or repeal bylaws of the Corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

FIFTH. Election of the Director need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

SIXTH. The Corporation is authorized to issue two classes of shares to be designated respectively “**Preferred Stock**” and “**Common Stock**,” both of which have a par value of one ten thousandth of one dollar (\$0.0001). The total number of shares of Preferred Stock authorized is Five Hundred Thousand (500,000). The total number of shares of Common Stock authorized is One Million (1,000,000).

Shares of Preferred Stock may be issued from time to time in one or more series. The first series of Preferred Stock shall be comprised of One Hundred Thousand (100,000) shares, designated as “**Series A Preferred Stock**.” The second series of Preferred Stock shall be comprised of Eighty-Four Thousand Two Hundred Fifty-Five (84,255) shares, designated as “**Series B-1 Preferred Stock**.” The third series of Preferred Stock shall be comprised of Forty Thousand One Hundred Seventy-Eight (40,178) shares, designated as “**Series B-2 Preferred Stock**.” The fourth series of Preferred Stock shall be comprised of Eight Thousand Five Hundred Forty-Nine (8,549) shares, designated as “**Series B-3 Preferred Stock**.” The fifth series of Preferred Stock shall be comprised of Fifteen Thousand One Hundred Twenty-Four (15,124) shares, designated as “**Series C Preferred Stock**.”

The rights, preferences, privileges, restrictions and other matters relating to the Preferred Stock and the Common Stock are as follows:

1. Dividend Provisions. The holders of outstanding shares of Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock shall be entitled to receive, when, as and if declared by the Director, out of any assets at the time

legally available therefor, dividends in cash at the applicable dividend rate specified below for such shares of Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock payable on a *pari passu* basis and in preference and priority to any payment of any dividend on Common Stock (other than a stock dividend declared and paid on the Common Stock that is payable in shares of Common Stock (hereinafter referred to as a “**Common Stock Dividend**”)). The dividend rate per annum for each share of Series B-1 Preferred Stock shall be equal to ten percent (10%) of the Original Series B-1 Issue Price, appropriately adjusted for any stock splits, stock dividends, combinations, recapitalizations and the like (a “**Recapitalization Event**”), plus the amount of any other previously accrued dividend on such Series B-1 Preferred Stock, compounded annually. The dividend rate per annum for each share of Series B-2 Preferred Stock shall be equal to ten percent (10%) of the Original Series B-2 Issue Price, appropriately adjusted for any Recapitalization Event, plus the amount of any other previously accrued dividend on such Series B-2 Preferred Stock, compounded annually. The dividend rate per annum for each share of Series B-3 Preferred Stock shall be equal to ten percent (10%) of the Original Series B-3 Issue Price, appropriately adjusted for any Recapitalization Event, plus the amount of any other previously accrued dividend on such Series B-3 Preferred Stock, compounded annually. The dividend rate per annum for each share of Series C Preferred Stock shall be equal to ten percent (10%) of the Original Series C Issue Price, appropriately adjusted for any Recapitalization Event, plus the amount of any other previously accrued dividend on such Series C Preferred Stock, compounded annually. Dividends, when and if declared on shares of Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock or Series C Preferred Stock, shall accrue from day to day, whether or not declared, and shall be cumulative. No dividend (other than a Common Stock Dividend) shall be declared and paid on shares of Common Stock unless an equal dividend (on an as-converted into Common Stock basis) additionally shall be declared and paid on the Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and the Series C Preferred Stock. Subject to the prior rights of holders of Preferred Stock described in this Section 1, the holders of the Common Stock shall be entitled to receive, when and as declared by the Director, out of any assets of the Corporation legally available therefor, such non-cumulative dividends as may be declared from time to time by the Director.

2. Preference on Liquidation.

(a) In the event of the liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, distributions to the stockholders of the Corporation shall be made first to the holders of Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock in an amount equal to any dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon. If upon the occurrence of such event, the assets and funds available for distribution are insufficient to permit the payment to the holders of Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock of such dividends, then the entire assets and funds of the Corporation legally available for distribution to stockholders will be distributed among the holders of the Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock ratably in proportion to the full amount of the dividend(s) which they would be entitled to receive pursuant to the preceding sentence of this Section 2(a).

(b) After payment has been made pursuant to Section 2(a), the holders of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock, on a *pari passu* basis, prior and in preference to the holders of Common Stock of the Corporation, in an amount equal to \$12.50 per share of Series A Preferred Stock (the “**Original Series A Issue Price**”), \$46.86 per share of Series B-1 Preferred Stock (the “**Original Series B-1 Issue Price**”), \$66.68 per share of Series B-2 Preferred Stock (the “**Original Series B-2 Issue Price**”), \$65.34 per share of Series B-3 Preferred Stock (the “**Original Series B-3 Issue Price**”) and \$138.67 per share of Series C Preferred Stock (the “**Original Series C Issue Price**”), respectively, (subject to adjustment of the Original Series B-1 Issue Price, Original Series B-2 Issue Price, Original Series B-3 Issue Price and the Original Series C Issue Price for any Recapitalization Event). If upon the occurrence of such event, the assets and funds available for distribution are insufficient to permit the payment to the holders of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock of such full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution to stockholders will be distributed among the holders of the Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock ratably in proportion to the full preferential amount which they would be entitled to receive pursuant to the preceding sentence of this Section 2(b).

(c) After payment has been made pursuant to Section 2(a) and Section 2(b), the holders of Preferred Stock and Common Stock shall be entitled to receive, pro rata, as a single class based on the number of outstanding shares of Common Stock on an as-converted into Common Stock basis, the remaining assets of the Corporation available for distribution to stockholders.

(d) A “**Corporate Sale**” shall mean (i) an acquisition of the Corporation by another person or entity by means of any transaction or series of related transactions to which the Corporation is a party (including, without limitation, a merger, consolidation or other corporate reorganization), other than an acquisition in which the shares of capital stock held by stockholders of the Corporation immediately prior to such acquisition continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately after such acquisition and by virtue of the acquisition, a majority of the total outstanding voting power of the surviving or acquiring person or entity; (ii) a sale, lease, exclusive license (unless granted in the ordinary course of business) or other disposition of all or substantially all of the assets of the Corporation, except where such sale, lease, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation; or (iii) a transaction or series of related transactions to which the Corporation is a party (whether by merger, consolidation, stock acquisition or otherwise) in which a majority of the total outstanding voting power of the Corporation is transferred. Notwithstanding the foregoing sentence, a transaction shall not constitute a Corporate Sale if the primary purpose is to change the jurisdiction of the Corporation’s incorporation, create a holding company that will be owned in substantially the same proportions by the persons who held the Corporation’s securities immediately before such transaction or engage in a bona fide equity financing transaction. A Corporate Sale shall be deemed to be a liquidation, dissolution, or winding up of the Corporation for purposes of this Section 2, unless waived by the holders of at least a majority of the outstanding shares of Preferred Stock, voting

together as a single class. Any securities or property other than cash to be delivered to the holders of the Preferred Stock and Common Stock in any of such events shall be valued as follows:

(i) if traded on a securities exchange, the value shall be the average of the closing prices of the securities on such exchange over the 10-day period ending three (3) business days prior to the closing;

(ii) if actively traded in the over-the-counter market, the value shall be the average of each day's average of the closing bid and ask prices over the 10-day period ending three (3) business days prior to the closing; or

(iii) otherwise, the value shall be determined by the Director in the exercise of his or her reasonable business judgment.

(e) In the event the requirements of this Section 2 are not complied with, the Corporation shall forthwith either:

(i) cause such closing to be postponed until such time as the requirements of this Section 2 have been complied with; or

(ii) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice of any of the events described in subsection 2(d) hereof.

(f) The Corporation shall give each holder of record of Preferred Stock written notice of such impending transaction, which notice shall describe the material terms of the impending transaction, not later than ten (10) days prior to the stockholders' meeting called to approve such transaction, or ten (10) days prior to the closing of such transaction, whichever is earlier; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of Preferred Stock, voting together as a single class.

3. Redemption.

The Corporation's Preferred Stock and Common Stock shall not be redeemable.

4. Voting Rights.

(a) Except as otherwise required by law or as set forth herein, each holder of shares of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock or Series C Preferred Stock, as applicable, could be converted on the record date for the vote or

consent of stockholders, or if no record date is established, at the date such vote is taken of any consent of stockholders solicited, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Common Stock shall be entitled to one vote for each such share. The holder of each share of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall vote with holders of the Common Stock upon any matter submitted to a vote of stockholders, except those matters required by law or this Certificate of Incorporation, as it may be amended from time to time (the "**Certificate of Incorporation**") to be submitted to a class or a series vote. The holder of each share of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall be entitled to vote upon such matters and in such manner as provided by law or this Certificate of Incorporation. Fractional votes by the holders of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock (after aggregating all shares into which shares of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock, as applicable, held by each holder could be converted) shall not, however, be permitted and any fractional voting rights resulting from the above formula shall be rounded down to the nearest whole number.

(b) The authorized number of directors of the Corporation shall be one (1). The holders of a majority of the capital stock of the Corporation (voting together as a single class on an as-converted basis), shall be entitled to elect the director of the Corporation at each meeting or pursuant to each consent of the Corporation's stockholders for the election of the Director.

(c) The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the capital stock of the Corporation (voting together as a single class on an as-converted basis), irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

5. Conversion. The holders of the Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock shall have conversion rights and obligations as follows (the "**Conversion Rights**"):

(a) Right to Convert. Each share of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock shall be convertible without the payment of any additional consideration by the holder thereof and, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock. Each share of Series A Preferred Stock shall be convertible into a number of shares of Common Stock (the "**Series A Conversion Rate**") determined by dividing the Original Series A Issue Price by the Series A Conversion Price in effect at the time of conversion. The "**Series A Conversion Price**" shall be \$12.50, subject to adjustment as provided herein. Each share of Series B-1 Preferred Stock shall be convertible into a number of shares of Common

Stock (the “**Series B-1 Conversion Rate**”) determined by dividing the Original Series B-1 Issue Price by the Series B-1 Conversion Price in effect at the time of conversion. The “**Series B-1 Conversion Price**” shall be \$46.86, subject to adjustment as provided herein. Each share of Series B-2 Preferred Stock shall be convertible into a number of shares of Common Stock (the “**Series B-2 Conversion Rate**”) determined by dividing the Original Series B-2 Issue Price by the Series B-2 Conversion Price in effect at the time of conversion. The “**Series B-2 Conversion Price**” shall be \$66.68, subject to adjustment as provided herein. Each share of Series B-3 Preferred Stock shall be convertible into a number of shares of Common Stock (the “**Series B-3 Conversion Rate**”) determined by dividing the Original Series B-3 Issue Price by the Series B-3 Conversion Price in effect at the time of conversion. The “**Series B-3 Conversion Price**” shall be \$65.34, subject to adjustment as provided herein. Each share of Series C Preferred Stock shall be convertible into a number of shares of Common Stock (the “**Series C Conversion Rate**”) determined by dividing the Original Series C Issue Price by the Series C Conversion Price in effect at the time of conversion. The “**Series C Conversion Price**” shall be \$138.67, subject to adjustment as provided herein. The initial Series A Conversion Rate, Series B-1 Conversion Rate, Series B-2 Conversion Rate, Series B-3 Conversion Rate and Series C Conversion Rate shall be 1 for 1. The Series A Conversion Price, the Series B-1 Conversion Price, Series B-2 Conversion Price, Series B-3 Conversion Price and Series C Conversion Price are referred to collectively as the “**Conversion Price.**”

(b) Automatic Conversion. Each share of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock shall automatically be converted into shares of Common Stock at the Series A Conversion Rate, the Series B-1 Conversion Rate, the Series B-2 Conversion Rate, the Series B-3 Conversion Rate, or Series C Conversion Rate, as applicable, (i) immediately upon the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, (the “**Securities Act**”) covering the offer and sale of shares of Common Stock (other than a registration on Form S-8, Form S-4 or comparable or successor forms); provided, that (x) the offering price per share equals or exceeds \$416.01 per share (as adjusted for any Recapitalization Event) and (y) the offering results in aggregate gross proceeds (prior to underwriters’ commissions and expenses) to the Corporation of at least \$50,000,000 (a “**Qualified IPO**”) or (ii) upon the affirmative vote or a written consent by the holders of a majority of the then outstanding Preferred Stock, voting together as a single class. The holder of any shares of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock converted pursuant to this subparagraph (b) shall promptly deliver to the Corporation or the relevant transfer agent the certificate or certificates, if any, representing the shares so converted, duly endorsed or assigned in blank to the Corporation. The Corporation shall thereafter deliver to such holder a certificate or certificates for the number of shares issuable upon such conversion or a notice of issuance of uncertificated shares. The person in whose name the certificate for such shares is to be issued or the shares will be registered in the books and records of the Corporation shall be deemed to have become a shareholder of the Corporation as to such conversion shares on the effective date of such conversion.

(c) Adjustments to Conversion Price; Subdivisions, Combinations, or Consolidations of Common. In the event the outstanding shares of Common Stock shall be

subdivided, combined or consolidated, by stock split, stock dividend, combination or like event, into a greater or lesser number of shares of Common Stock after the Original Issue Date, the applicable Conversion Price in effect immediately prior to such subdivision, combination, consolidation or stock dividend shall, concurrently with the effectiveness of such subdivision, combination or consolidation, be proportionately adjusted, as determined by the Director.

(d) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Preferred Stock.

(e) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same voluntarily into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, if any, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock and shall give written notice to the Corporation at such office that the holder elects to convert the same (except that no such written notice of election to convert shall be necessary in the event of an automatic conversion pursuant to subsection 5(b) hereof). The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock (i) a certificate or certificates or notice of issuance of uncertificated shares, as applicable, for the number of shares of Common Stock to which he shall be entitled as aforesaid, (ii) cash, as provided in Section 5(f) in lieu of any fraction of a share of Common Stock otherwise issuable upon conversion, and (iii) payment of any dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon on the shares of Preferred Stock converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of shares of Preferred Stock to be converted. In the case of an automatic conversion into Common Stock pursuant to subsection 5(b) hereof, such conversion shall be deemed to have occurred immediately prior to the closing of the offering referred to in subparagraph 5(b)(i) or upon the giving of the relevant consent referred to in subparagraph 5(b)(ii), and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date without regard to whether the certificates, if any, therefor have been surrendered for conversion.

(f) Fractional Shares. In lieu of any fractional shares to which a holder of Preferred Stock would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Common Stock as determined by the Director. The number of whole shares issuable to each holder upon such conversion shall be determined on the basis of the number of shares of Common Stock issuable upon conversion of the total number of shares of Preferred Stock of each holder at the time converting into Common Stock.

(g) No Impairment. Other than by amendment to the Corporation's Certificate of Incorporation in accordance with Section 6, the Corporation will not through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Preferred Stock against impairment.

(h) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(i) No Reissuance of Converted Shares. No shares of Preferred Stock which have been converted into Common Stock after the original issuance thereof shall ever again be reissued and all such shares so converted shall upon such conversion cease to be a part of the authorized shares of the Corporation.

(j) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution (whether in cash, property, stock or other securities), any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Corporation shall mail to each holder of Preferred Stock at least fourteen (14) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right.

6. Protective Provisions. (a) In addition to any other rights provided by law, so long as any shares of Preferred Stock shall be outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, conversion, reorganization, consolidation or otherwise, do any of the following without first obtaining the approval (by affirmative vote or written consent as provided by law) of the holders of a majority of the outstanding shares of Preferred Stock, voting together as a single class:

- (i) amend the Certificate of Incorporation or Bylaws of the Corporation;

(ii) create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock (including by reclassification of, or amendment to, the rights and privileges of any other class or series of capital stock) having powers, preferences or rights senior to, or on parity with, the Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series B-3 Preferred Stock and Series C Preferred Stock; or

(iii) effect a Corporate Sale.

SEVENTH. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, the Director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation, except for liability (i) for any breach of the Director's duty of loyalty to the 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 Delaware General Corporation Law, or (iv) for any transaction from which the Director derived any improper personal benefit. If the Delaware General Corporation Law is amended, after approval by the stockholders of this Article, to authorize corporate action further eliminating or limiting the personal liability of the Director, then the liability of the Director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Neither any amendment nor repeal of this Article, nor the adoption of any provisions of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) the Director, officers, employees and other agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification), through Bylaw provisions, agreements with any such Director, officer, employee or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or nonstatutory), with respect to actions for breach of duty to a corporation, its stockholders and others. Any repeal or modification of the foregoing provisions of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of an agent of the Corporation existing at the time of such repeal or modification.

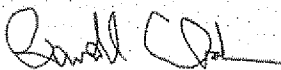
EIGHTH. Subject to any required approval of stockholders of the Corporation set forth in this Certificate of Incorporation or under applicable law, the Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained herein, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law, and all rights, preferences, and privileges of whatsoever nature conferred upon stockholders, directors, or any other person whomsoever by or pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted, subject to the rights reserved in this Article EIGHTH.

NINTH. 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) the Director, if such person is not also 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 the Director.

TENTH: The name and mailing address of the Incorporator is:

Randall S. Clark
4183 State Street
Santa Barbara, California 93110

I, **The Undersigned**, for purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 24th day of July, 2018.

By: 
Randall S. Clark, Incorporator