



## DBA Name:

Business Name: Flock Group Inc

License Status: Active

License Number: C29742701

License Class: C

Issue Date: 10/10/2024

Business Type: Contracting Company

Last Renewal

Services: Alarm

Date:

Private Investigation

Expiration Date: 09/30/2025 (349 days)

Business

Audit Area:

Structure: Corporation (Inc., Corp.)

Lic. Status By: Gonzalez, Regina

[Edit](#)

Updated: On: 10/10/2024 08:15:30 AM

[Print Details](#)[Generate Certificate](#)[Information](#)[Insurance](#)[Branch Offices](#)[Application\(s\)](#)**Contact Info**

Phone Number: 1(415)385-9580

Physical Address: 1170 Howell Mill Road NW Suite 210 Atlanta, Georgia 30318 Fulton County

Mailing Address: Same as Physical Address

Alt Phone Number: 1(866)901-1781

Website:

Email: [REDACTED]



## DBA Name:

Business Name: Flock Group Inc

License Status: Active

License Number: C29742701

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[Edit](#)

Updated: On: 10/10/2024 08:15:30 AM

[Print Details](#)[Generate Certificate](#)[Information](#)[Insurance](#)[Branch Offices](#)[Application\(s\)](#)**Most Recent Policy**

Status: Active

Bodily Injury & Property \$100,000.00  
Damage:

Policy Number: [REDACTED]

Personal Injury: \$50,000.00

Effective Date: 08/23/2024

Aggregate: \$200,000.00

Expiration Date: 08/23/2025

Exclusions /  
Endorsements:**Previous Policies**

Status

Policy Number

Effective Date

Expiration Date

No data available in table



DBA Name:

License Status: Active

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[Print Details](#)[Generate Certificate](#)[Information](#)[Insurance](#)[Branch Offices](#)[Application\(s\)](#)**Branch Offices**[▲ Branch](#)[◆ Physical Address](#)[◆ Renewal Date](#)[◆ Status Date](#)[◆ Status](#)

No data available in table



## DBA Name:

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[Edit](#)

Updated: On: 10/10/2024 08:15:30 AM

[Print Details](#)[Generate Certificate](#)[Information](#)[Insurance](#)[Branch Offices](#)[Application\(s\)](#)**Application(s)**

Type	Application Type	Received On	Application Status	Status Date	Abandonment Date
Original	Private Investigation Alarm	07/16/2024	Complete	10/10/2024	



## DBA Name:

Business Name: Flock Group Inc

License Status: Active

License Number: C29742701

Stakeholders

Employees

Current

Stakeholders Active: 3 out of 3

Name	Registration	Expiration Date	Status	Ownership %	Employment Details
Smith, Mark	Designated Officer, Primary Company Representative	09/30/2025	Active		<a href="#">Employment Details</a>
Coker, Caleb Wayne	Designated Officer, Additional Company Representative	09/30/2025	Active		<a href="#">Employment Details</a>
Flock Group Inc	Shareholder		Active	100.0%	
<b>Total:</b> 100.0%					

Historical

Name	Registration	Expiration Date	Status	Ownership %	Employment Details
No data available in table					



DBA Name:

License Status: Active

Business Name: Flock Group Inc

License Number: C29742701

Stakeholders

Employees

Current All

Employees

Employee Report

▲ Name	◆ Reg. Number	◆ Reg. Type	◆ Hire Date	◆ Termination Date	◆ Issue Date	◆ Exp. Date	◆ Status
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No data available in table



**Texas Department of Public Safety  
Regulatory Services Division  
Certificate of Private Security Licensure**



**FLOCK GROUP INC**

**C29742701**

*Is Duly Licensed as*

Investigations / Security Contractor  
Private Investigation Company  
Alarm Company

*Steven C. McCraw*

Director, Department of Public Safety

**EXPIRES: 09/30/2025**

This certificate affirms the above stated company is licensed pursuant to Texas Occupations code 1702. The license will expire on date stated above.  
Texas Department of Public Safety, Regulatory Services Division. 5806 Guadalupe Street, Austin, Texas 78752.

<http://www.dps.texas.gov>



**Texas Department of Public Safety** [www.dps.texas.gov](http://www.dps.texas.gov)  
Regulatory Services Division  
**PRIVATE SECURITY PROGRAM**  
**CERTIFICATE OF LIABILITY INSURANCE**

**INSURED'S INFORMATION**

This certificate is issued as a matter of information only and confers **no rights** upon the certificate holder.

• MUST USE MOST CURRENT FORM

Name of Insured (MUST EXACTLY MATCH NAME ON PRIVATE SECURITY FILE)	Flock Group Inc	Private Security Company License Number
Insured's Address (MUST EXACTLY MATCH ADDRESS ON PRIVATE SECURITY FILE)	1170 Howell Mill Road NW, Suite 210	
City Atlanta	State (2-Digit Code) GA	ZIP 30318

REMAINDER OF FORM MUST BE FILLED OUT BY THE INSURANCE **AGENT** **Broker**

**POLICY INFORMATION** (LIMITS AND COVERAGES)

The insurance policy must contain minimum limits of \$100,000 per occurrence for bodily injury and property damage, and \$50,000 per occurrence for personal injury with a minimum total aggregate amount of \$200,000 for all occurrences. The below does not amend, extend or alter the coverage afforded by the policies issued.

**Limits of (Commercial General) Liability:**

Bodily Injury/ Property Damage	\$ 100,000	Personal Injury	\$ 50,000	Aggregate	\$ 200,000
Policy Number		Effective Date (MM/DD/YYYY)	08/23/2024	Expiration Date (MM/DD/YYYY)	08/23/2025
<b>Exclusions &amp; Endorsements:</b> (CHECK ALL THAT APPLY)	<input type="radio"/> Armed Coverage <input type="radio"/> Guard Dog Coverage	<input type="radio"/> Bond Forfeiture Apprehension Coverage	<input checked="" type="radio"/> Liquor Exclusion <input type="radio"/> Government Housing Exclusion		

All coverage excluded by endorsement and related to the provision of security services. (For this purpose, other forms may be attached and incorporated by reference):

No exclusions

**Insurance Binders** are NOT acceptable, as they are a temporary insurance arrangement used until a permanent policy can be issued and that for Department purposes of Certificate of Liability Insurance a permanent policy must be currently in effect.

Chapter 1702 Occupations Code provides that insurance certificates executed and filed with the Department **shall remain in force and effect** until the insurer has terminated future liability by a 10 day notice to the Private Security Program.

**INSURANCE COMPANY INFORMATION** (AUTHORIZED REPRESENTATIVE) or Insurance Broker

Insurance Company **Travelers Property Casualty Company of America**

Insurance Agent/  
Agency Brokerage **Marsh USA LLC dba Marsh Risk & Insurance Services**

Address **Four Embarcadero Center, Suite 1100**

City San Francisco	State (2-Digit Code) CA	ZIP 94111
Texas Insurance License Number 1382478		Phone (408) 467-8847

Broker's  
Insurance Agent's Signature

*KIRSTEN THOMSON*

Date 10/3/2024

B864523E42DD402...

This form and any attachments can be:

- Emailed to: [RSD\\_Customer\\_Relations@dps.texas.gov](mailto:RSD_Customer_Relations@dps.texas.gov)
- Faxed to: **(512) 424-5774 (Insurance Compliance Section)**
- Mailed to: **Texas Department of Public Safety  
Private Security Program MSC 0242  
PO Box 4087  
Austin, TX 78773-0001**



**Form 301**

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709  
  
Filing Fee: \$750

**Application for  
Registration of a  
Foreign For-Profit  
Corporation**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 803501368 12/26/2019  
Document #: 933848120003  
Image Generated Electronically  
for Web Filing

1. The entity is a foreign for-profit corporation. The name of the entity is :

**Flock Group Inc**

2A. The name of the corporation in its jurisdiction of formation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof). The name of the corporation with the word or abbreviation which it elects to add for use in Texas is:

2B. If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas:

---

3. Its federal employer identification number is: **820594875**

Federal employer identification number is not available at this time.

4. It is incorporated under the laws of: **DELAWARE, USA** and the date of its formation in that jurisdiction is: **2/23/2017**

5. As of the date of filing, the undersigned certifies that the foreign corporation currently exists as a valid corporation under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the corporation that it proposes to pursue in the transaction of business in Texas are set forth below. The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

**Security systems/solutions**

---

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: **12/01/2019**

8. The principal office address of the corporation is:

**1170 Howell Mill Road NW Suite 210, Atlanta, GA, USA 30318**

9A. The initial registered agent is an organization by the name of:

**Registered Agents Inc.**

9B. The initial registered agent is an individual resident of the state whose name is:

9C. The business address of the registered agent and the registered office address is:

**5900 Balcones Drive Suite 100 Austin TX 78731**

### Consent of Registered Agent

A. A copy of the consent of registered agent is attached.  
**OR**  
 B. The consent of the registered agent is maintained by the entity.

10. The corporation hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each person on the board of directors is:

Director 1: Langley Garrett

Address: 1170 Howell Mill Road NW Suite 210 Atlanta GA, USA 30318

### Supplemental Provisions / Information

#### DE Certificate of Good Standing attached

[The attached addendum, if any, is incorporated herein by reference.]

**DE COGS 12-19-2019.pdf**

### Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

**OR**

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

#### Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: December 26, 2019

Garrett Langley

Signature and title of authorized person on behalf of the foreign entity

FILING OFFICE COPY

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLOCK GROUP INC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLOCK GROUP INC" WAS INCORPORATED ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2017.



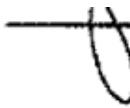
MRBR



6325533 8300

SR# 20198745761

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

 Jeffrey W. Bullock, Secretary of State

Authentication: 204264143

Date: 12-19-19

**Form 301**

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709  
  
Filing Fee: \$750

**Application for  
Registration of a  
Foreign For-Profit  
Corporation**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 803501368 12/26/2019  
Document #: 933848120003  
Image Generated Electronically  
for Web Filing

1. The entity is a foreign for-profit corporation. The name of the entity is :

**Flock Group Inc**

2A. The name of the corporation in its jurisdiction of formation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof). The name of the corporation with the word or abbreviation which it elects to add for use in Texas is:

2B. If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas:

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3. Its federal employer identification number is: **820594875**

Federal employer identification number is not available at this time.

4. It is incorporated under the laws of: **DELAWARE, USA** and the date of its formation in that jurisdiction is: **2/23/2017**

5. As of the date of filing, the undersigned certifies that the foreign corporation currently exists as a valid corporation under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the corporation that it proposes to pursue in the transaction of business in Texas are set forth below. The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

**Security systems/solutions**

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7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: **12/01/2019**

8. The principal office address of the corporation is:

**1170 Howell Mill Road NW Suite 210, Atlanta, GA, USA 30318**

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**Registered Agents Inc.**

9B. The initial registered agent is an individual resident of the state whose name is:

9C. The business address of the registered agent and the registered office address is:

**5900 Balcones Drive Suite 100 Austin TX 78731**

# Delaware

Page 1

The First State

***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 "FLOCK GROUP INC", FILED IN  
THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2024, AT 10:29  
O'CLOCK A.M.***



Jeffrey W. Bullock, Secretary of State

6325533 8100  
SR# 20240929647



You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202977022  
Date: 03-08-24

### Consent of Registered Agent

A. A copy of the consent of registered agent is attached.

**OR**

B. The consent of the registered agent is maintained by the entity.

10. The corporation hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each person on the board of directors is:

Director 1: Langley Garrett

Address: 1170 Howell Mill Road NW Suite 210 Atlanta GA, USA 30318

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#### Execution

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Date: December 26, 2019

Garrett Langley

Signature and title of authorized person on behalf of the foreign entity

FILING OFFICE COPY

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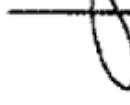
*MBR*



6325533 8300

SR# 20198745761

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

 Jeffrey W. Bullock, Secretary of State

Authentication: 204264143

Date: 12-19-19

[Licenses](#)[Individuals](#)[Documents](#)[History](#)**DBA Name:**Business Name: **Flock Group Inc**License Status: **Active**License Number: **C29742701**[Notes](#)[Transactions](#)[Enforcement](#)[Correspondence](#)[Updates](#)**Misc Transactions**

No transactions found

[Add Transaction](#)



## DBA Name:

Business Name: Flock Group Inc

License Status: Active

License Number: C29742701

Notes

Transactions

Enforcement

Correspondence

Updates

## Activity

The Location column indicates where the enforcement activities are recorded.

[Add Activity](#)

Activity #

Activity

Date

Location

Completed By

No data available in table

**To:**

**CC:**

**Subject:**

Your Private Security Program Business Application

**Body:**

Business Name: Flock Group Inc

Transaction Number: 405PY69419116

Application Type: Contracting Company

Date Received: 07/16/2024

Total Amount: 556.00

Your application has been approved.

If you are a Contracting Company or Training School, you may log in to print your wall certificate and post it in your principal place of business (Texas Occupations Code §1702.128). Stakeholder pocket cards will be mailed to their mailing address of record.

You must also display the Consumer Complaint Sign in your principal place of business (Texas Administrative Code §35. 8). Go to <https://www.dps.texas.gov/rsd/psb/News/pspConsumerSign.pdf> to print a copy of the Consumer Complaint Sign.

Regulatory Services Division

Texas Department of Public Safety

**To:**

**Subject:**

Business Application Issues

**Body:**

Business Name: Flock Group Inc

Transaction Number: 405PY69419116

Application Type: Contracting Company

Date Received: 07/16/2024

Abandon Date: 10/14/2024

Total Amount: 556.00

Your application has been submitted to the Texas Department of Public Safety and is ready to be processed.

Stay up-to-date on the status of your application

1. Visit <https://tops.portal.texas.gov/>
2. If you haven't already set up an account, click the Can't Login? link. For login instructions visit <https://www.dps.texas.gov/rsd/PSB/docs/loginTOPSprofile.pdf>.
3. Login to TOPS
4. Click "My Applications" or "My Business Applications" to view the real-time status of your application.

**Application Checklist**

Login to TOPS to view a real-time application checklist including checklist status definitions. Use the checklist to help gather what you need to complete your application.

The following information is missing on your application:

1. Application incomplete for the following people : Smith, Mark, Coker, Caleb
2. One or more required item is missing

The following items are required for application:

1. Certificate of Liability Insurance

Status: Incomplete

2. Coker, Caleb

Status: In Progress

Last Action Date: 10/03/2024

Reason(s): Ready to Process

3. Insurance Policy

Status: Incomplete

Reason(s): No active insurance policy found

4. Smith, Mark

Status: In Progress

Last Action Date: 10/03/2024

Reason(s): Ready to Process

Upload required documents directly to your application to improve processing time

1. Log into your account and click on the "Checklist" / "Upload Documents" button, visible next to any in-flight application in the My Applications section.
2. Next, click on the "Upload Documents" button at the bottom of the checklist.
3. ONLY submit docs specified in the checklist. Each document MUST be uploaded and classified individually. Otherwise, this will cause delays in application processing.

#### Application Deadline

If an applicant fails to provide information and documentation to meet the requirements by 10/14/2024, the application will be considered abandoned. (Texas Administrative Code §35.23) Once an application has been abandoned, it cannot be restarted and a new application, including payment, will need to be submitted.

Regulatory Services Division

Texas Department of Public Safety

**To:**

**Subject:**

Business Application Issues

**Body:**

Business Name: Flock Group Inc

Transaction Number: 405PY69419116

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Date Received: 07/16/2024

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2. One or more required item is missing

The following items are required for application:

1. Certificate of Liability Insurance

Status: Incomplete

2. Coker, Caleb

Status: In Progress

Last Action Date: 10/02/2024

Reason(s): Ready to Process

3. Insurance Policy

Status: Incomplete

Reason(s): No active insurance policy found

4. Smith, Mark

Status: In Progress

Last Action Date: 10/02/2024

Reason(s): Ready to Process

Upload required documents directly to your application to improve processing time

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2. One or more required item is missing

The following items are required for application:

1. Certificate of Filing (Secretary of State)

Status: Incomplete

2. Certificate of Formation for Foreign Entity

Status: Incomplete

3. Certificate of Liability Insurance

Status: Incomplete

4. Coker, Caleb

Status: In Progress

Last Action Date: 09/27/2024

Reason(s): Ready to Process

5. Insurance Policy

Status: Incomplete

Reason(s): No active insurance policy found

6. Smith, Mark

Status: In Progress

Last Action Date: 09/27/2024

Reason(s): Ready to Process

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Regulatory Services Division  
Texas Department of Public Safety

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Status: Incomplete

3. Certificate of Liability Insurance

Status: Incomplete

4. Coker, Caleb

Status: In Progress

Last Action Date: 09/12/2024

Reason(s): Ready to Process

5. Insurance Policy

Status: Incomplete

Reason(s): No active insurance policy found

6. Smith, Mark

Status: In Progress

Last Action Date: 09/12/2024

Reason(s): Ready to Process

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Application Type: Contracting Company

Date Received: 07/16/2024

Abandon Date: 10/14/2024

Total Amount: 556.00

Your application has been submitted to the Texas Department of Public Safety and is ready to be processed.

Stay up-to-date on the status of your application

1. Visit <https://tops.portal.texas.gov/>
2. If you haven't already set up an account, click the Can't Login? link. For login instructions visit <https://www.dps.texas.gov/rsd/PSB/docs/loginTOPSprofile.pdf>.
3. Login to TOPS
4. Click "My Applications" or "My Business Applications" to view the real-time status of your application.

Application Checklist

Login to TOPS to view a real-time application checklist including checklist status definitions. Use the checklist to help gather what you need to complete your application.

The following information is missing on your application:

1. Application incomplete for the following people : Smith, Mark, Coker, Caleb
2. One or more required item is missing

The following items are required for application:

1. Certificate of Filing (Secretary of State)

Status: Incomplete

2. Certificate of Formation for Foreign Entity

Status: Incomplete

3. Certificate of Liability Insurance

Status: Incomplete

4. Coker, Caleb

Status: In Progress

Last Action Date: 07/16/2024

Reason(s): Ready to Process

5. Insurance Policy

Status: Incomplete

Reason(s): No active insurance policy found

6. Smith, Mark  
Status: In Progress  
Last Action Date: 07/16/2024  
Reason(s): Ready to Process

Upload required documents directly to your application to improve processing time

1. Log into your account and click on the "Checklist" / "Upload Documents" button, visible next to any in-flight application in the My Applications section.
2. Next, click on the "Upload Documents" button at the bottom of the checklist.
3. ONLY submit docs specified in the checklist. Each document MUST be uploaded and classified individually. Otherwise, this will cause delays in application processing.

#### Application Deadline

If an applicant fails to provide information and documentation to meet the requirements by 10/14/2024, the application will be considered abandoned. (Texas Administrative Code §35.23) Once an application has been abandoned, it cannot be restarted and a new application, including payment, will need to be submitted.

Regulatory Services Division  
Texas Department of Public Safety

**To:**

**Subject:**

Thank you for applying

**Body:**

Business Name: Flock Group Inc

Transaction Number: 405PY69419116

Application Type: Contracting Company

Date Received: 07/16/2024

Total Amount: 556

Confirmation

- Your business application, all stakeholder applications and payment have been submitted to DPS.
- Login to TOPS or Create a New Account to check the status of your application.
- Check your email. If you receive a request for additional information, submit it through <https://www.dps.texas.gov/rsd/contact/default.aspx>

Check Application Status

Login to TOPS (For users who have registered and verified TOPS login credentials)

- Visit <https://tops.portal.texas.gov/>
- Login with your email and password

Create New Account (For new users and those that have not registered a TOPS login)

- Visit <https://tops.portal.texas.gov/> to get started
- Click Can't Login?
- Create Password. Password must be at least 12 characters long, contain 2 lower case characters, 2 upper case characters, 2 numbers, and 2 special characters. Password must be updated every 90 days
- Answer Security Questions - Answers must be unique and cannot exceed 20 characters

Questions?

Many helpful answers and tips can be found on the DPS website <http://www.dps.texas.gov/rsd/psb/index.htm>

If you cannot find your answer, please contact us through <https://www.dps.texas.gov/rsd/contact/default.aspx>

When can I begin to work?

Submitting an application online does not constitute issuance of a license. Check your application status at <https://tops.portal.texas.gov/> to learn when you can begin work.

Note:

All fees are non-refundable and non-transferable. Texas.gov will remit the amount paid to the agency on your behalf.

Texas DL/ID Holders: The Texas DL or ID photo and signature on file with the Department will be used for the Private Security pocket card.

If the applicant has held a Private Security license within the past 3 years, the fingerprints on file with the Department will be submitted to the FBI if a background check is required

Want to tell us about your experience? Please take a short survey at <https://survey.vovici.com/se/134E316D5F0C4D3A>

Regulatory Services Division

Texas Department of Public Safety

**EIGHTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
FLOCK GROUP INC**

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

**Flock Group 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 **Flock Group Inc** and that this corporation was originally incorporated pursuant to the General Corporation Law on February 23, 2017 under the name **Flock Group Inc**.

**SECOND:** That the Board of Directors duly adopted resolutions proposing to amend and restate the Seventh 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 Seventh Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

**ARTICLE I**

The name of this corporation is Flock Group 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 19808. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III**

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.

**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 are authorized to issue is 82,028,765. The total number of shares of common stock

State of Delaware

Secretary of State

Division of Corporations

Delivered 10:29 AM 03/08/2024

FILED 10:29 AM 03/08/2024

SR 20240929647 - File Number 6325533

authorized to be issued is 48,385,816, par value \$0.00001 per share (the “Common Stock”). The total number of shares of preferred stock authorized to be issued is 33,642,949, par value \$0.00001 per share (the “Preferred Stock”), 4,314,968 of which are designated as a series of Preferred Stock called “Class A Preferred Stock”, 1,444,874 of which are designated as a series of Preferred Stock called “Class A First SAFE Preferred Stock”, 95,312 of which are designated as a series of Preferred Stock called “Class A Second SAFE Preferred Stock”, 723,418 of which are designated as a series of Preferred Stock called “Class A Third SAFE Preferred Stock”, 3,330,574 of which are designated as a series of Preferred Stock called “Class A-1 Preferred Stock”, 8,476,774 of which are designated as a series of Preferred Stock called “Class B Preferred Stock”, 5,216,236 of which are designated as a series of Preferred Stock called “Class C Preferred Stock”, 4,950,340 of which are designated as a series of Preferred Stock called “Class D Preferred Stock”, 1,367,701 of which are designated as a series of Preferred Stock called “Class E Preferred Stock”, 655,369 of which are designated as a series of Preferred Stock called “Class E-1 Preferred Stock” (the Class E Preferred Stock and Class E-1 Preferred Stock are collectively referred to herein as the “Collective Class E Stock”), 1,034,669 of which are designated as a series of Preferred Stock called “Class F Preferred Stock”, 57,615 of which are designated as a series of Preferred Stock called “Class F-1 Preferred Stock” (the Class F Preferred Stock and Class F-1 Preferred Stock are collectively referred to herein as the “Collective Class F Stock”), and 1,975,099 of which are designated as a series of Preferred Stock called “Class G Preferred Stock”.

**B. Rights, Preferences and Restrictions of Preferred Stock.** The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions.

(a) The holders of Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, on a pari passu and equal priority basis prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this corporation) on the Common Stock of this corporation, at the applicable Dividend Rate (as defined below), payable only when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. The holders of the outstanding Preferred Stock can waive any dividend preference that such holders shall be entitled to receive under this Section 1 upon the affirmative vote or written consent of the holders of at least a majority of the shares of Preferred Stock then outstanding (voting together as a single class on an as-converted basis). For purposes of this subsection 1(a), “Dividend Rate” shall mean \$0.0424 per annum for each share of Class A First SAFE Preferred Stock, \$0.0525 per annum for each share of Class A Second SAFE Preferred Stock, \$0.0636 per annum for each share of Class A Third SAFE Preferred Stock, \$0.0851 for each other share of Class A Preferred Stock, \$0.1510 for each share of Class A-1 Preferred Stock, \$0.2086 per annum for each share of Class B Preferred Stock, \$0.4854 per annum for each share of Class C Preferred Stock, \$2.0609 per annum for each share of Class D Preferred Stock, \$4.5776 per annum for each share of Class E Preferred Stock, \$4.5776 per annum for each share of Class F Preferred Stock, \$4.5776 per annum for each share of Class F-1 Preferred Stock, and \$5.0630 per annum for each share of Class G Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like).

(b) After payment of such dividends, any additional dividends or distributions shall be distributed among all holders of Common Stock and Preferred Stock in proportion to the number of shares of Common Stock that would be held by each such holder if all shares of Preferred Stock were converted to Common Stock at the then effective Conversion Rate (as defined below).

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive on a pari passu basis out of the proceeds or assets of this corporation available for distribution to its stockholders (the “Proceeds”), prior and in preference to any distribution of the Proceeds of such Liquidation Event to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such share of Preferred Stock, plus declared but unpaid dividends on such share, if any. If, upon the occurrence of such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of this Eighth Amended and Restated Certificate of Incorporation, “Original Issue Price” shall mean \$0.8478 for each share of Class A First SAFE Preferred Stock, \$1.0492 for each share of Class A Second SAFE Preferred Stock, \$1.2717 for each share of Class A Third SAFE Preferred Stock, \$1.702634 for each share of Class A Preferred Stock, \$3.0205 for each share of Class A-1 Preferred Stock, \$4.171313 for each share of Class B Preferred Stock, \$9.7070129 for each share of Class C Preferred Stock, \$41.218618 for each share of Class D Preferred Stock, \$91.5512 for each share of Class E Preferred Stock, \$91.5512 for each share of Class E-1 Preferred Stock, \$91.5512 for each share of Class F Preferred Stock, \$91.5512 for each share of Class F-1 Preferred Stock, and \$101.2607 for each share of Class G Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like).

(b) Upon completion of the distribution required by subsection (a) of this Section 2, all of the remaining Proceeds available for distribution to stockholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.

(c) Notwithstanding the above, for purposes of determining the amount each holder of shares of a series of Preferred Stock is entitled to receive with respect to a Liquidation Event, each such holder of shares of such series of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder’s shares of such series of Preferred Stock into shares of Common Stock immediately prior to the Liquidation Event if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such series of shares of Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Preferred Stock into Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise

be made to holders of Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Common Stock.

(d) (i) For purposes of this Section 2, a "Liquidation Event" shall include (A) the closing of the sale, transfer, exclusive license or other disposition of all or substantially all of the assets or intellectual property of this corporation and its subsidiaries (taken as a whole) in a single transaction or series of related transactions, (B) the consummation of the merger or consolidation of this corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of this corporation immediately prior to such merger or consolidation continue to hold at least 50% of the voting power of the capital stock of this corporation or the surviving or acquiring entity immediately following such merger or consolidation in substantially the same proportions, and with substantially the same terms, as held immediately prior to such merger or consolidation), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions approved by the Board of Directors of this corporation, to a person or group of affiliated persons (other than an underwriter of this corporation's securities), of this corporation's securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of this corporation (or the surviving or acquiring entity) or (D) a liquidation, dissolution or winding up of this corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this corporation's incorporation or to create a holding company that will be owned in substantially the same proportions with substantially the same terms by the persons who held this corporation's securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale by this corporation of shares of Class G Preferred Stock in a bona fide financing transaction shall not be deemed a "Liquidation Event." The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived by the vote or written consent of the holders of (v) at least a majority of the outstanding Preferred Stock (voting together as a single class on an as-converted basis) (the "Requisite Holders"), (w) at least fifty-five percent (55%) of the outstanding Class D Preferred Stock (voting together as a separate class on an as-converted basis) (the "Requisite Class D Holders"), (x) at least 55% of the outstanding Collective Class E Stock (voting together as a single class on an as-converted basis) (the "Requisite Class E Holders"), (y) at least a majority of the outstanding Collective Class F Stock (voting together as a single class on an as-converted basis) (the "Requisite Class F Holders"), and (z) at least a majority of the outstanding Class G Preferred Stock (voting together as a separate class on an as-converted basis) (the "Requisite Class G Holders").

(ii) In any Liquidation Event, if Proceeds received by this corporation or its stockholders is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this corporation and the Requisite Holders.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this corporation and the Requisite Holders.

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall, with the appropriate approval of the definitive agreements governing such Liquidation Event by the stockholders under the General Corporation Law and Section 6 of this Article IV(B), be superseded by the determination of such value set forth in the definitive agreements governing such Liquidation Event.

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

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

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the 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 referred to in subsection 2(d)(iv) hereof.

(iv) This corporation shall give each holder of record of Preferred Stock written notice of such impending Liquidation Event not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after this corporation has given the first notice provided for herein or sooner than ten (10) days after this corporation has given notice of any material changes provided for herein; provided, however, that subject to compliance with the General Corporation Law such periods may be shortened or waived upon the written consent of the Requisite Holders.

(e) Effecting a Liquidation Event.

(i) This corporation shall not have the power to effect a Liquidation Event referred to in subsections 2(d)(i)(B) and 2(d)(i)(C) unless the agreement or plan of merger or consolidation for such transaction provides that the consideration payable to the stockholders of this corporation in such Liquidation Event shall be paid to the holders of capital stock of this corporation in accordance with subsections 2(a), 2(b) and 2(c); provided that the requirements set forth in this subsection 2(e)(i) may be waived by the vote or the written consent of the Requisite Holders, the Requisite Class D Holders, the Requisite Class E Holders, the Requisite Class F Holders, and the Requisite Class G Holders.

(ii) In the event of a Liquidation Event referred to in subsection 2(d)(i)(A) or a merger or consolidation in which a subsidiary of this corporation is a constituent party and this corporation issues shares of its capital stock pursuant to such merger or consolidation, if this corporation does not effect a dissolution of this corporation under the General Corporation Law within ninety (90) days after such Liquidation Event, then (A) this corporation shall send a written notice to each holder of Preferred Stock no later than the ninetieth (90th) day after the 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 (B) to require the redemption of such shares of Preferred Stock, and (B) if the Requisite Holders so request in a written instrument delivered to this corporation not later than one hundred twenty (120) days after such Liquidation Event, this corporation shall use the consideration received by this corporation for such 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 this corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the “Available Proceeds”), on the one hundred fiftieth (150th) day after such Liquidation Event, to redeem all outstanding shares of Preferred Stock at a price per share equal to the amount per share that the holders of each series of Preferred Stock are entitled to receive under subsections 2(a), (b) and (c) (the “Redemption Price”). 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 Preferred Stock, this corporation shall ratably redeem each holder’s shares of Preferred Stock to the fullest extent of such Available Proceeds, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the Available Proceeds were sufficient to redeem all such shares, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. In such case, redemption of Preferred Stock shall be conducted as follows:

(iii) This corporation shall send written notice of the mandatory redemption (the “Redemption Notice”) to each holder of record of Preferred Stock not less than forty (40) days prior to the Redemption Date (as defined below). Each Redemption Notice shall state:

(A) the number of shares of Preferred Stock held by the holder that this corporation shall redeem on the Redemption Date specified in the Redemption Notice;

(B) the date on which the applicable redemption will occur (the “Redemption Date”) and the Redemption Price;

(C) the date upon which the holder's right to convert such shares terminates (which, in case of a redemption of such shares under this subsection 2(e), shall be the close of business on the last full day preceding the Redemption Date, unless the Redemption Price is not fully paid on such Redemption Date, in which case the conversion rights for such shares shall continue until such price is paid in full); and

(D) for holders of shares in certificated form, that the holder is to surrender to this corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Preferred Stock to be redeemed.

(iv) On or before the Redemption Date, each holder of shares of Preferred Stock to be redeemed on such Redemption Date, unless such holder has exercised his, her or its right to convert such shares as provided in Section 4, shall, if a holder of shares in certificated form, surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to this corporation to indemnify this corporation against any claim that may be made against this corporation on account of the alleged loss, theft or destruction of such certificate) to this corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof. In the event less than all of the shares of Preferred Stock represented by a certificate are redeemed, a new certificate, instrument, or book entry representing the unredeemed shares of Preferred Stock shall promptly be issued to such holder.

(v) If the Redemption Notice shall have been duly given, and if on the Redemption Date the Redemption Price payable upon redemption of the shares of Preferred Stock to be redeemed on such Redemption Date is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that any certificates evidencing any of the shares of Preferred Stock so called for redemption shall not have been surrendered, dividends with respect to such shares of Preferred Stock shall cease to accrue after such Redemption Date and all rights with respect to such shares shall forthwith after the Redemption Date terminate, except only the right of the holders to receive the Redemption Price without interest upon surrender of any such certificate or certificates therefor.

(vi) Prior to the distribution or redemption provided for in this subsection 2(e), this corporation shall not expend or dissipate the consideration received for such Liquidation Event, except to discharge expenses incurred in connection with such Liquidation Event.

(f) Allocation of Escrow and Contingent Consideration. In the event of a Liquidation Event pursuant to subsection 2(d)(i), if any portion of the consideration payable to the stockholders of this corporation is placed into escrow and/or is payable to the stockholders of this corporation subject to contingencies (the "Additional Consideration"), the definitive agreement with respect to such Liquidation Event shall provide that (i) the portion of such consideration that is not Additional Consideration (such portion, the "Initial Consideration") shall be allocated among the holders of capital stock of this corporation in accordance with subsections

2(a), 2(b) and 2(c) as if the Initial Consideration were the only consideration payable in connection with such Liquidation Event and (ii) any Additional Consideration which becomes payable to the stockholders of this corporation upon release from escrow or satisfaction of contingencies shall be allocated among the holders of capital stock of this corporation in accordance with subsections 2(a), 2(b) and 2(c) after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this subsection 2(f), consideration placed into escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Liquidation Event shall be deemed to be Additional Consideration.

3. Redemption. Other than as provided in Section 2(e), the Preferred Stock is not redeemable at the option of the holder thereof.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the “Conversion Rights”):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the applicable Original Issue Price for such share by the applicable Conversion Price for such share (the conversion rate for a share of Preferred Stock into Common Stock is referred to herein as the “Conversion Rate” for such share), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The “Conversion Price” shall, as of the Filing Date (as defined below), be equal to \$0.8478 for the Class A First SAFE Preferred Stock, \$1.0492 for the Class A Second SAFE Preferred Stock, \$1.2717 for the Class A Third SAFE Preferred Stock, \$1.702634 for the Class A Preferred Stock, \$3.0205 for the Class A-1 Preferred Stock, \$4.171313 for the Class B Preferred Stock, \$9.3846 for the Class C Preferred Stock, \$39.8496 for the Class D Preferred Stock, \$88.5105 for the Class E Preferred Stock, \$88.5105 for the Class E-1 Preferred Stock, \$91.5512 for the Class F Preferred Stock, \$91.5512 for the Class F-1 Preferred Stock, and \$101.2607 for the Class G Preferred Stock; provided, however, that the Conversion Price for the Preferred Stock shall be subject to adjustment as set forth in subsection 4(d). Notwithstanding anything contained in this Section 4 to the contrary, the Preferred Stock shall not be convertible into Common Stock at the option of the holder if such holder notifies the corporation that Antitrust Clearance (as defined below) would be required in connection with the conversion thereof until such Antitrust Clearance has been obtained (provided that such limitation shall be disregarded for any determination hereunder on an as-converted basis). “Antitrust Clearance” means the receipt of any clearances, approvals, consents, authorizations, or waiting period terminations or expirations as may be required under Antitrust Laws (as defined below).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such share of Preferred Stock immediately upon the earlier of (i) immediately prior to the closing of this corporation’s sale of its capital stock in a firm-commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, (A) the public offering price of which was at least \$101.2607 per share and (B) resulting in proceeds to this corporation of at least \$100,000,000 (net of underwriting discounts,

commissions and expenses) and in connection with such offering such capital stock is listed for trading on the Nasdaq Global Market or Global Select Market or the New York Stock Exchange; (ii) immediately prior to the effectiveness of the registration statement in connection with the initial listing of the corporation's capital stock on the Nasdaq Global Market or Global Select Market or the New York Stock Exchange by means of an effective registration statement filed by the corporation with the Securities and Exchange Commission, without a related underwritten offering of such capital stock (a "Direct Listing"); provided that the Board of Directors adopts a resolution prior to the effectiveness of the registration statement confirming that the Board of Directors in good faith believes that the reference price or initial listing price in connection with such Direct Listing will be at least \$101.2607 (together with (i), a "Qualified Public Offering"); or (iii) the date, or the occurrence of an event, specified by vote or written consent or agreement of the Requisite Holders, the Requisite Class D Holders, the Requisite Class E Holders, the Requisite Class F Holders, and the Requisite Class G Holders.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this corporation or of any transfer agent for the Preferred Stock (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), and shall give written notice to this corporation at its principal corporate office of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made either (1) immediately prior to the close of business on the date set forth for conversion in the written notice of the election to convert irrespective of the surrender of the shares of Preferred Stock to be converted, or (ii) if a holder notifies the corporation that a filing or notification under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act") or another applicable antitrust law (collectively with the HSR Act, the "Antitrust Laws") is required in connection with a conversion, on the next business day following the receipt of all such required clearances, authorizations, approvals, or waiting period expirations or terminations applicable to such conversion, 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 as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion provisions of subsection 4(b)(iii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder consent approving such conversion, or if a holder notifies this corporation that a filing or notification under any Antitrust Law is required in connection with a conversion, on the next business day following the receipt of all such required clearances,

authorizations, approvals, or waiting period expirations or terminations applicable to such conversion, and the persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this corporation shall issue, on or after the date upon which this Eighth Amended and Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the “Filing Date”), any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price applicable to a share of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such share in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price (calculated to the nearest one-thousandth of a cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section 4(d)(i)(A), the term “Common Stock Outstanding” shall mean and include the following: (1) outstanding Common Stock, (2) Common Stock issuable upon conversion of outstanding Preferred Stock, (3) Common Stock issuable upon exercise of outstanding stock options and (4) Common Stock issuable upon exercise (and, in the case of warrants to purchase Preferred Stock, conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable. In the event that this corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock that results in an adjustment to a Conversion Price pursuant to the provisions of this Section 4(d) (the “First Dilutive Issuance”), and this corporation then issues or sells, or is deemed to have issued or sold, shares of Additional Stock in a subsequent issuance other than the First Dilutive Issuance that would result in further adjustment to a Conversion Price (a “Subsequent Dilutive Issuance”) pursuant to the same instruments as the First Dilutive Issuance, then and in each such case upon a Subsequent Dilutive Issuance the applicable Conversion Price for each share of Preferred Stock shall be reduced to the applicable Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(B) No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one-tenth of one cent per share. Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Additional Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of the Additional Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for purposes of determining the number of shares of Additional Stock issued and the consideration paid therefor:

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)), if any, received by this corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by this corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by this corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 4(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to this corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or

any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Additional Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 4(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 4(d)(i)(E)(3) or (4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 4(d)(i)(E)) by this corporation on or after the Filing Date other than (collectively, the "Exempted Securities");

(A) Common Stock issued pursuant to a transaction described in subsection 4(d)(iii) hereof;

(B) Shares of Common Stock issued to officers, employees, directors, consultants and other service providers for the primary purpose of soliciting or retaining their services pursuant to plans or agreements approved by this corporation's Board of Directors (including the affirmative approval of at least two Preferred Directors);

(C) Common Stock issued pursuant to a Qualified Public Offering;

(D) Common Stock issued pursuant to the conversion or exercise of convertible or exercisable securities outstanding on the Filing Date (as defined below);

(E) Common Stock issued in connection with a bona fide business acquisition by this corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise that is approved by this corporation's Board of Directors (including the affirmative approval of at least two Preferred Directors);

(F) Common Stock issued or deemed issued pursuant to subsection 4(d)(i)(E) as a result of a decrease in the Conversion Price of any share of Preferred Stock resulting from the operation of Section 4(d);

(G) Common Stock issued upon conversion of the Preferred Stock; or

(H) Shares of Common Stock issued pursuant to any equipment leasing arrangement or debt financing arrangement, which arrangement is approved by the Board of Directors (including the affirmative approval of at least two Preferred Directors) and is primarily for non-equity financing purposes.

(iii) In the event this corporation should at any time or from time to time after the Filing Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in subsection 4(d)(i)(E).

(iv) If the number of shares of Common Stock outstanding at any time after the Filing Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event this corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(d)(iii), then, in each such case for the purpose of this subsection 4(e), the holders of the Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2) provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of this corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares

purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(g) Special Adjustment for Specified Warrant.

(i) To the extent any shares of Class B Preferred Stock become exercisable due to vesting of all or a portion of the Specified Warrant (as defined in the Class G Purchase Agreement) following the Filing Date (each such vesting event, a “Specified Warrant Event”), then the Conversion Price of each of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, and Class G Preferred Stock shall be automatically reduced to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP_2 = CP_1 * (A/(A + B))$$

For purposes of this subsection 4(g), the following definitions shall apply:

(A) “**CP<sub>2</sub>**” shall mean the applicable Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock in effect immediately after the Specified Warrant Event.

(B) “**CP<sub>1</sub>**” shall mean the applicable Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock in effect immediately prior to the Specified Warrant Event.

(C) “**A**” shall mean 41,477,109 (as adjusted for stock splits, combinations of shares and the like).

(D) “**B**” shall mean the incremental number of shares of Class B Preferred Stock that become exercisable under the terms of the Specified Warrant due to the vesting of all or any portion of the Specified Warrant pursuant to the Specified Warrant Event.

(E) “**Class G Purchase Agreement**” shall mean that certain Class G Preferred Stock Purchase Agreement between this corporation and the purchasers party thereto dated on or about the Filing Date.

(ii) If, following a Specified Warrant Event which resulted in an adjustment to the applicable Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock pursuant to the terms of this subsection 4(g), all or a portion of the Specified Warrant terminates such that any shares that have become exercisable under the Specified Warrant are no longer exercisable, then, effective upon such termination, the applicable Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock shall be readjusted to such Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F

Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock, as applicable, as would have resulted if the applicable, terminated portion of the Specified Warrant had never become exercisable in connection with such Specified Warrant Event. Notwithstanding the foregoing, (i) no adjustment to the applicable Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock pursuant to this subsection 4(g) shall have the effect of increasing the applicable Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock to an amount which exceeds the Original Issue Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock, as applicable, and (ii) no readjustment pursuant to this subsection 4(g)(ii) shall have the effect of increasing the applicable Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock to an amount which exceeds the lower of (A) the Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock, as applicable, in effect immediately prior to the original adjustment made as a result of a Specified Warrant Event, or (B) the Conversion Price of the Class C Preferred Stock, Class D Preferred Stock, Class E Preferred Stock, Class E-1 Preferred Stock, Class F Preferred Stock, Class F-1 Preferred Stock, or Class G Preferred Stock, as applicable, that would have resulted from any Specified Warrant Event between the original adjustment date and such readjustment date.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Preferred Stock and the aggregate number of shares of Common Stock to be issued to particular stockholders, shall be rounded down to the nearest whole share and this corporation shall pay in cash the fair market value of any fractional shares as of the time when entitlement to receive such fractions is determined. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of a series of Preferred Stock pursuant to this Section 4, this corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of such series 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. This 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 certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such shares of Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of each such series of Preferred Stock.

(i) Notices of Record Date. In the event of any taking by this 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 (other than a cash dividend) or other distribution, this corporation shall mail to each holder of Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.

(j) Reservation of Stock Issuable Upon Conversion. This 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 the 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 the 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 the Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this 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 purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Eighth Amended and Restated Certificate of Incorporation.

(k) Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any shares of Preferred Stock may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders representing a majority of the voting power of the then outstanding shares of such affected series of Preferred Stock; provided that (i) the consent or vote of the Requisite Class D Holders shall be required for any such waiver with respect to the Class D Preferred Stock, (ii) the consent or vote of the Requisite Class E Holders shall be required for any such waiver with respect to the Class E Preferred Stock and Class E-1 Preferred Stock, (iii) the consent or vote of the Requisite Class F Holders shall be required for any such waiver with respect to the Class F Preferred Stock and Class F-1 Preferred Stock, and (iv) the consent or vote of the Requisite Class G Holders shall be required for any such waiver with respect to the Class G Preferred Stock. Any such waiver shall bind all future holders of shares of the applicable Preferred Stock.

## 5. Voting Rights.

(a) General Voting Rights. Except as otherwise set forth in Section 5(b) below, the holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and except as provided by law or in subsection 5(b) below with respect to the election of directors by the separate class vote of the holders of Common Stock, shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Notwithstanding anything contained herein to the contrary, the holders of

Class E-1 Preferred Stock and Class F-1 Preferred Stock shall not be entitled to vote on the election of directors and shall be non-voting solely for the purposes of Section 5(b). Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Voting for the Election of Directors. As long as any shares of Class A Preferred Stock remain outstanding, the holders of such shares of Class A Preferred Stock shall be entitled to elect one (1) director of this corporation at any election of directors (the “Class A Director”). As long as any shares of Class C Preferred Stock remain outstanding, the holders of such shares of Class C Preferred Stock shall be entitled to elect one (1) director of this corporation at any election of directors (the “Class C Director”). As long as any shares of Class D Preferred Stock remain outstanding, the holders of such shares of Class D Preferred Stock shall be entitled to elect one (1) director of this corporation at any election of directors (the “Class D Director”), and together with the Class A Director and the Class C Director, the “Preferred Directors”). The holders of outstanding Common Stock, voting as a separate class, shall be entitled to elect two (2) directors of this corporation at any election of directors. The holders of a majority of the Preferred Stock (except for shares of Class E-1 Preferred Stock and Class F-1 Preferred Stock, which shall not have voting rights with respect to the election of directors of the corporation) and Common Stock (voting together as a single class on an as-converted basis) shall be entitled to elect any remaining directors of this corporation. Except as expressly provided in this Eighth Amended and Restated Certificate of Incorporation or as required by law, the holders of the Class E-1 Preferred Stock and Class F-1 Preferred Stock shall have no voting rights on any matter relating to the election of the members of the Board of Directors or the determination of the size of the Board of Directors on which the stockholders of this corporation shall be entitled to vote and the shares of Class E-1 Preferred Stock and Class F-1 Preferred Stock shall not be included in determining the number of shares voting or entitled to vote on any such matters.

Notwithstanding the provisions of Section 223(a)(1) and 223(a)(2) of the General Corporation Law, any vacancy, including newly created directorships resulting from any increase in the authorized number of directors or amendment of this Eighth Amended and Restated Certificate of Incorporation, and vacancies created by removal or resignation of a director, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced; provided, however, that where such vacancy occurs among the directors elected by the holders of a class of stock, the holders of shares of such class may override the Board of Directors’ action to fill such vacancy by (i) voting for their own designee to fill such vacancy at a meeting of this corporation’s stockholders or (ii) written consent, if the consenting stockholders hold a sufficient number of shares to elect their designee at a meeting of the stockholders. Any director may be removed during his or her term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class of stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by a vote of the holders of a majority of that class of stock represented at the meeting or pursuant to written consent.

## 6. Protective Provisions.

(a) Preferred Stock. So long as any shares of Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the Requisite Holders, and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

(i) create, or authorize the creation of, or issue any additional class or series of capital stock unless the same ranks junior to the Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of this corporation, the payment of dividends and rights of redemption;

(ii) pay any dividend on any shares of capital stock of this corporation;

(iii) redeem or repurchase any share or shares of Preferred Stock or Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock at no greater than the original cost from employees, officers, directors or consultants upon termination of service;

(iv) consummate a Liquidation Event or effect any other merger or consolidation;

(v) increase or decrease the total number of authorized shares of Common Stock or Preferred Stock, or any series thereof;

(vi) amend, alter or repeal any provision of this Eighth Amended and Restated Certificate of Incorporation or this corporation's Bylaws in a manner that adversely affects the rights, preferences or privileges of any class of Preferred Stock;

(vii) increase the number of shares of Common Stock reserved under this corporation's 2017 Stock Incentive Plan or authorize any new equity incentive plan;

(viii) cause or permit any of its subsidiaries to, without approval of the Board of Directors, sell, issue, sponsor, create or distribute any digital tokens, cryptocurrency or other blockchain-based assets (collectively, "Tokens"), including through a pre-sale, initial coin offering, token distribution event or crowdfunding, or through the issuance of any instrument convertible into or exchangeable for Tokens;

(ix) create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one or more other subsidiaries) by this corporation, or permit any subsidiary to create, or authorize the creation of, or issue or obligate itself to issue, any shares of any class or series of capital stock, or sell, transfer or otherwise dispose of any capital stock of any direct or indirect subsidiary of this corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary;

(x) create, or authorize the creation of, or issue, or authorize the issuance of any debt security or create any lien or security interest (except for purchase money liens or statutory liens of landlords, mechanics, materialmen, workmen, warehousemen and other similar persons arising or incurred in the ordinary course of business) or otherwise incur indebtedness for borrowed money, including but not limited to obligations and contingent obligations under guarantees, or permit any subsidiary to take any such action with respect to any debt security lien, security interest or other indebtedness for borrowed money, if the aggregate indebtedness of this corporation and its subsidiaries for borrowed money following such action would exceed \$1,000,000.00; provided, however, that the consent of the Requisite Holders shall not be required under this Section 6(a)(x) in the case of intercompany indebtedness, including between this corporation and any subsidiary or from one subsidiary to another subsidiary;

(xi) change the authorized number of directors of this corporation;

(xii) permit any wholly-owned subsidiary of this corporation to take any action specified in Sections 6(a)(iv), 6(a)(ix) and 6(a)(x); or

(xiii) permit any subsidiary that is not directly or indirectly ultimately wholly-owned by this corporation to take any action specified in Sections 6(a)(i) to 6(a)(xi); provided, however, that a subsidiary shall be deemed wholly-owned for purposes of Sections 6(a)(xii) and 6(a)(xiii) if under applicable law a nominal number of shares or equity interests of such subsidiary must be held by a resident of the jurisdiction in which the subsidiary is organized.

(b) Class B Preferred Stock. So long as any shares of Class B Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the holders of at least 67% of the then-outstanding shares of Class B Preferred Stock (voting on an as-converted basis), and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

(i) amend, waive or alter the rights, preferences or privileges of the Class B Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class B Preferred Stock in a manner that does not so adversely affect any other series of Preferred Stock;

(ii) change the number of authorized shares of Class B Preferred Stock, or issue any additional shares of Class B Preferred Stock; or

(iii) amend or waive this subsection 6(b).

(c) Class C Preferred Stock. So long as any shares of Class C Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the holders of at least 55% of the then-outstanding shares of Class C Preferred

Stock (voting on an as-converted basis), and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

(i) amend, waive or alter the rights, preferences or privileges of the Class C Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class C Preferred Stock in a manner that does not so adversely affect any other series of Preferred Stock;

(ii) change the number of authorized shares of Class C Preferred Stock, or issue any additional shares of Class C Preferred Stock; or

(iii) amend or waive this subsection 6(c).

(d) Class D Preferred Stock. So long as any shares of Class D Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the Requisite Class D Holders, and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

(i) amend, waive or alter the rights, preferences or privileges of the Class D Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class D Preferred Stock in a manner that does not so adversely affect *any* other series of Preferred Stock;

(ii) change the number of authorized shares of Class D Preferred Stock, or issue any additional shares of Class D Preferred Stock; or

(iii) amend or waive this subsection 6(d).

(e) Class E Preferred Stock. So long as any shares of Class E Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the holders of a majority of the then-outstanding shares of Class E Preferred Stock (voting on an as-converted basis), and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

(i) amend, waive or alter the rights, preferences or privileges of the Class E Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class E Preferred Stock in a manner that does not so adversely affect any other series of Preferred Stock;

(ii) change the number of authorized shares of Class E Preferred Stock, or issue any additional shares of Class E Preferred Stock; or

(iii) amend or waive this subsection 6(e).

(f) Class E-1 Preferred Stock. So long as any shares of Class E-1 Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise), without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the holders of a majority of the then-outstanding shares of Class E-1 Preferred Stock (voting on an as-converted basis), and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

- (i) amend, waive or alter the rights, preferences or privileges of the Class E-1 Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class E-1 Preferred Stock in a manner that does not so adversely affect any other series of Preferred Stock;
- (ii) change the number of authorized shares of Class E-1 Preferred Stock, or issue any additional shares of Class E-1 Preferred Stock; or
- (iii) amend or waive this subsection 6(f).

(g) Class F Preferred Stock. So long as any shares of Class F Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise) without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the holders of a majority of the then-outstanding shares of Class F Preferred Stock (voting on an as-converted basis), and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

- (i) amend, waive or alter the rights, preferences or privileges of the Class F Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class F Preferred Stock in a manner that does not so adversely affect any other series of Preferred Stock;
- (ii) change the number of authorized shares of Class F Preferred Stock, or issue any additional shares of Class F Preferred Stock; or
- (iii) amend or waive this subsection 6(g).

(h) Class F-1 Preferred Stock. So long as any shares of Class F-1 Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise), without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the holders of a majority of the then-outstanding shares of Class F-1 Preferred Stock (voting on an as-converted basis), and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

- (i) amend, waive or alter the rights, preferences or privileges of the Class F-1 Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class F-1 Preferred Stock in a manner that does not so adversely affect any other series of Preferred Stock;

(ii) change the number of authorized shares of Class F-1 Preferred Stock, or issue any additional shares of Class F-1 Preferred Stock; or

(iii) amend or waive this subsection 6(h).

(i) Class G Preferred Stock. So long as any shares of Class G Preferred Stock remain outstanding, this corporation shall not (by amendment, merger, consolidation or otherwise), without (in addition to any other vote required by law or this Eighth Amended and Restated Certificate of Incorporation) first obtaining the approval by vote or written consent, as provided by law, of the Requisite Class G Holders, and any such act or transaction shall be null and void *ab initio* and of no further force and effect:

(i) amend, waive or alter the rights, preferences or privileges of the Class G Preferred Stock, or any other class or series of capital stock, in each case that adversely affects the Class G Preferred Stock in a manner that does not so adversely affect any other series of Preferred Stock;

(ii) change the number of authorized shares of Class G Preferred Stock, or issue any additional shares of Class G Preferred Stock; or

(iii) amend or waive this subsection 6(i).

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by this corporation. This Eighth Amended and Restated Certificate of Incorporation shall be appropriately amended to effect the corresponding reduction in this corporation's authorized capital stock.

8. Notices. Any notice required by the provisions of this Article IV(B) to be given to the holders of shares of Preferred Stock shall be deemed given (i) if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of this corporation, (ii) if such notice is provided by electronic transmission in a manner permitted by Section 232 of the General Corporation Law, or (iii) if such notice is provided in another manner then permitted by the General Corporation Law.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of this corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be distributed as provided in Section 2 of Article IV(B) hereof.

3. Redemption. The Common Stock is not redeemable at the option of the holder.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not *be* entitled to vote on any amendment to this Eighth Amended and Restated 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 Eighth Amended and Restated Certificate of Incorporation or pursuant to the General Corporation Law. Notwithstanding anything set forth herein, the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote, without a separate vote of the holders of Common Stock, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

## **ARTICLE V**

Except as otherwise provided in this Eighth Amended and Restated 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**

To the fullest extent permitted by law, a director or officer 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 or officer. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article IX to authorize corporate

action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

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 or officer of this corporation existing at the time of, or increase the liability of any director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to, such amendment, repeal or modification.

All references to an officer of this corporation in this Article IX shall mean a person who is an officer of this corporation for purposes of Section 102(b)(7) of the General Corporation Law.

## **ARTICLE X**

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Eighth Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

## **ARTICLE XI**

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 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 XI 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 XII**

This corporation renounces any interest or expectancy of this corporation in, or in being offered an opportunity to participate in, an 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 this corporation who is not an employee of this 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 this 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 this corporation.

Any amendment, repeal or modification of the foregoing provisions of this Article XII shall not adversely affect any right or protection of a 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**

In connection with repurchases by this corporation of its Common Stock (i) from employees, officers, directors, advisors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment, (ii) issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right or (iii) which are approved the holders of a majority of the then outstanding shares of Preferred Stock, Section 500 of the California Corporations Code shall not apply in all or in part with respect to such repurchases. In the case of any such repurchases, distributions by the corporation may be made without regard to the "preferential dividends arrears amount" or any "preferential rights amount," as such terms are defined in Section 500(b) of the California Corporations Code.

## **ARTICLE XIV**

A. Forum Selection. Unless this 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 this corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of this corporation to this corporation or this corporation's stockholders, (iii) any action arising pursuant to any provision of the General Corporation Law or this Eighth Amended and Restated Certificate of Incorporation or the Bylaws of this corporation (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 the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of this corporation shall be deemed to have notice of and consented to the provisions of this Article XIV.

B. Personal Jurisdiction. If any action the subject matter of which is within the scope of Article XIV(A) is filed in a court other than a court located within the State of Delaware (a "Foreign Action") in the name of any stockholder, such stockholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of

Delaware in connection with any action brought in any such court to enforce Article XIV(A) (an “FSC Enforcement Action”) and (ii) having service of process made upon such stockholder in any such FSC Enforcement Action by service upon such stockholder’s counsel in the Foreign Action as agent for such stockholder.

C. Savings. If any provision or provisions of this Article XIV shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article XIV (including, without limitation, each portion of any sentence of this Article XIV containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

\* \* \*

**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 Eighth Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation’s Seventh 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 Eighth Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 8<sup>th</sup> day of March, 2024.

/s/ Garrett Langley

Garrett Langley, Chief Executive Officer

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