

MAY 21 2015

FILE NO. P2007422-D

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

Read the Instructions C018i

1. ENTITY TYPE – check only one to indicate the type of entity applying for authority:

- | | |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER |
| <input type="checkbox"/> NONPROFIT CORPORATION | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION |
| <input type="checkbox"/> PROFESSIONAL CORPORATION | <input type="checkbox"/> CREDIT UNION |
| <input type="checkbox"/> CLOSE CORPORATION | <input type="checkbox"/> TRUST COMPANY |
| <input type="checkbox"/> BUSINESS TRUST | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP. | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| <input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) – enter the exact, true name of the foreign corporation:

AVB, INC.

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) – see Instructions C018i – identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

- | | | |
|---|--|--|
| <p>3.1 <input type="checkbox"/> Name in state or country of incorporation, with no changes – Go to number 4.</p> | <p>3.2 <input checked="" type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it – Enter the name in number 3.4 below.</p> | <p>3.3 <input checked="" type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below.</p> |
|---|--|--|

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

AVB, INC., AN OREGON CORPORATION

4. FOREIGN DOMICILE – list the state or country in which the foreign corporation is incorporated: OREGON

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 09-27-1988

6. DURATION – the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of _____ years (enter a number of years).
- ☐ The corporation's life period will end on this date _____ (enter a date).
- ☐ The corporation's life period will end upon the occurrence of this event:

_____ (describe an event).

7. PURPOSE – the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):

89944-12

8. **CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

MANUFACTURE, SALE AND DISTRIBUTION OF BAKED GOODS

| | | | | | |
|---|--|-------------|---|--|--|
| 9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – see <i>Instructions C018i</i> – give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation: | | | 10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below: | | |
| CT CORPORATION SYSTEM | | | | | |
| Attention (optional) 388 STATE STREET, SUITE 420 | | | Attention (optional) | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) City SALEM | | OR State | 97301 Zip | Address 2 (optional) City State Zip | |

| | | | | | |
|---|--|-------------|---|--|--|
| 11. STATUTORY AGENT IN ARIZONA – see <i>Instructions C018i</i> : | | | | | |
| 11.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent: | | | 11.2 OPTIONAL – mailing address in Arizona of statutory agent (can be a P.O. Box): | | |
| CT CORPORATION SYSTEM | | | | | |
| Statutory Agent Name (required) | | | | | |
| Attention (optional) 3800 N. Central Avenue | | | Attention (optional) | | |
| Address 1 Suite 460 | | | Address 1 | | |
| Address 2 (optional) City PHOENIX | | AZ State | 85012 Zip | Address 2 (optional) City State Zip | |
| 11.3 REQUIRED – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority. | | | | | |

| | | | | | |
|---|---------------|-------------------|--|-----------------------------------|---------------|
| 12. DIRECTORS – list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input checked="" type="checkbox"/> and complete and attach the Director Attachment form C082. | | | | | |
| DANIEL BONOFF | | | SHOBI L. DAHL | | |
| Director Name 5209 SE INTERNATIONAL WAY | | | Director Name 5209 SE INTERNATIONAL WAY | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) MILWAUKIE | | OR | 97222 | Address 2 (optional) MILWAUKIE | |
| City Country | UNITED STATES | State or Province | Zip | City Country | UNITED STATES |
| Date taking office (optional): | | | Date taking office (optional): | | |

| | | | | | | | | | | | |
|--|--|-------------------|--|---|--|---|--|-------------------|--|------------------------------------|--|
| DAVID J. DAHL Director Name 5209 SE INTERNATIONAL WAY Address 1 | | | | GLENN DAHL Director Name 5209 SE INTERNATIONAL WAY Address 1 | | | | | | | |
| Address 2 (optional) MILWAUKIE | | OR | | Zip 97222 | | Address 2 (optional) MILWAUKIE | | OR | | Zip 97222 | |
| City UNITED STATES | | State or Province | | Zip | | City UNITED STATES | | State or Province | | Zip | |
| Country | | | | | | Country | | | | | |
| Date taking office (optional): | | | | | | Date taking office (optional): | | | | | |
| WALT FREESE Director Name 5209 SE INTERNATIONAL WAY Address 1 | | | | | | KEITH MILLER Director Name 5209 SE INTERNATIONAL WAY Address 1 | | | | | |
| Address 2 (optional) MILWAUKIE | | OR | | Zip 97222 | | Address 2 (optional) MILWAUKIE | | OR | | Zip 97222 | |
| City UNITED STATES | | State or Province | | Zip | | City UNITED STATES | | State or Province | | Zip | |
| Country | | | | | | Country | | | | | |
| Date taking office (optional): | | | | | | Date taking office (optional): | | | | | |
| 13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Officer Attachment</u> form C085. | | | | | | | | | | | |
| JOHN TUCKER Officer Name 5209 SE INTERNATIONAL WAY Address 1 | | | | | | DANIEL BONOFF Officer Name 5209 SE INTERNATIONAL WAY Address 1 | | | | | |
| Address 2 (optional) MILWAUKIE | | OR | | Zip 97222 | | Address 2 (optional) MILWAUKIE | | OR | | Zip 97222 | |
| City UNITED STATES | | State or Province | | Zip | | City UNITED STATES | | State or Province | | Zip | |
| Country | | | | | | Country | | | | | |
| Date taking office (optional): | | | | Officer title: President/CEO | | Date taking office (optional): | | | | Officer Title: Secretary | |
| JOHN WELLS Officer Name 5209 SE INTERNATIONAL WAY Address 1 | | | | | | Officer Name Address 1 | | | | | |
| Address 2 (optional) MILWAUKIE | | OR | | Zip 97222 | | Address 2 (optional) | | | | | |
| City UNITED STATES | | State or Province | | Zip | | City | | State or Province | | Zip | |
| Country | | | | | | Country | | | | | |
| Date taking office (optional): | | | | Officer Title: Treasurer | | Date taking office (optional): | | | | Officer Title: | |
| Officer Name | | | | | | Officer Name | | | | | |
| Address 1 | | | | | | Address 1 | | | | | |
| Address 2 (optional) | | | | | | Address 2 (optional) | | | | | |
| City | | State or Province | | Zip | | City | | State or Province | | Zip | |
| Country | | | | | | Country | | | | | |
| Date taking office (optional): | | | | Officer Title: | | Date taking office (optional): | | | | Officer Title: | |

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

DIRECTOR ATTACHMENT

- 1. ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
AVB, INC.
- 2. A.C.C. FILE NUMBER:** _____
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>
- 3. DIRECTORS** - FOR NEW DIRECTORS - list the name in the NEW Name blank, list the address, and check the "add box. FOR DIRECTORS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each director being changed as it is currently shown in A.C.C. records, and below that provide any new information for that director (new name and/or address), then check all boxes that apply to indicate the change being made for that director. If more space is needed, use another Director Attachment form C082.

| | | | | | |
|---|-------------------|-----|--|-------------------|----------------------|
| DAVID ODDI | | | | | |
| Name | | | Name | | |
| 5209 SE INTERNATIONAL WAY | | | Address 1 | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) | | OR | 97222 | | Address 2 (optional) |
| MILWAUKIE | OR | | | | |
| City | State or Province | Zip | City | State or Province | Zip |
| COUNTRY | UNITED STATES | | COUNTRY | | |
| Date taking office (optional): | | | Date taking office (optional): | | |
| <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add as director | | | <input type="checkbox"/> Address change <input type="checkbox"/> Add as director | | |
| <input type="checkbox"/> Name change <input type="checkbox"/> Remove director | | | <input type="checkbox"/> Name change <input type="checkbox"/> Remove director | | |
| Name | | | Name | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) | | | Address 2 (optional) | | |
| City | State or Province | Zip | City | State or Province | Zip |
| COUNTRY | | | COUNTRY | | |
| Date taking office (optional): | | | Date taking office (optional): | | |
| <input type="checkbox"/> Address change <input type="checkbox"/> Add as director | | | <input type="checkbox"/> Address change <input type="checkbox"/> Add as director | | |
| <input type="checkbox"/> Name change <input type="checkbox"/> Remove director | | | <input type="checkbox"/> Name change <input type="checkbox"/> Remove director | | |

- 14. FOR-PROFITS ONLY - SHARES AUTHORIZED** - *see Instructions C018i* - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the *Shares Authorized Attachment* form C087.

Class: COMMON Series: _____ Total: 10,000,000 Par Value: 0
Class: PREFERRED Series: _____ Total: 10,000,000 Par Value: 0

- 15. FOR-PROFITS ONLY - SHARES ISSUED** - *see Instructions C018i* - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the *Shares Issued Attachment* form C097.

Class: COMMON Series: _____ Total: 5,000,000 Par Value: 0
Class: PREFERRED Series: _____ Total: 5,000,000 Par Value: 0

- 16. NONPROFITS ONLY - MEMBERS - check one box only:**

Does the foreign nonprofit corporation have members? ☐ Yes ☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL SERVICES** - If "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL LICENSE:

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

 ☒ I ACCEPT
JOHN WELLS, CFO 5/11/15

Signature Printed Name Date

REQUIRED - check only one:

| | | |
|--|--|--|
| <input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document. | <input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document. | <input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document. |
|--|--|--|

Filing Fee: \$175.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003/

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

AVB, INC., AN OREGON CORPORATION

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.arizonaacc.com/Corporation>

3. Check only one of the following to indicate the type of Certificate:

- ☒ Initial (accompanies formation or registration documents)
☐ Annual (credit unions and loan companies only)
☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

| | | | |
|-----|---|------------------------------|--|
| 4.1 | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 4.2 | Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 4.3 | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 4.4 | If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment form C004</u> . | | |

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☒ Yes☐ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

| | |
|------------------------------------|---|
| Initial Certificate of Disclosure: | This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <i>incorporator attachment</i> form C084. |
| Foreign corporations: | This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors. |
| Credit Unions and Loan Companies: | This Certificate must be signed by any 2 officers or directors. |

JOHN WELLS

Name

5209 SE INTERNATIONAL WAY

Address 1

Address 2

MILWAUKIE**OR****97222**

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

JOHN WELLS**CFO****3/11/15**

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE BANKRUPTCY ATTACHMENT

Read the Instructions *(0000)*

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

AVB, INC., AN OREGON CORPORATION

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azccs.gov/Practicing/azccspt.asp>

3. **Check one box only to indicate the document the Attachment goes with:**

- ☒ Attachment to Certificate of Disclosure signed on this date: May 11, 2015
- ☐ Attachment to Annual Report due on this date: _____

4. If you answered **YES** to the Bankruptcy question on the Certificate of Disclosure form or to question 15 on the Annual Report, you **MUST** provide the following information for **each "other corporation"** (complete a new Attachment for additional corporations):

- 4.1 Name and address of each "other corporation," state or states in which each "other corporation" (a) was incorporated and (b) transacted business, dates of corporate operation, and name and address of each individual involved:

First "other corporation"

| | | | | | |
|--|---------------|---------|-----------------------------------|------|---------------|
| Pennsylvania Fashions Inc. dba Rue 21 | | | David Oddi, Director of AVB, Inc. | | |
| Name of other corporation 1 | | | Name of Individual 1 | | |
| Unknown | | | 5209 SE International Way | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) | | PA | Address 2 (optional) | | OR 97222 |
| City | UNITED STATES | State | Zip | City | UNITED STATES |
| Country | | Country | | | |
| State(s) of Incorporation: Delaware | | | | | |
| | | | Name of Individual 2 | | |
| State(s) of transaction of business: Unknown. 170 retail stores in many states. | | | Address 1 | | |
| | | | Address 2 (optional) | | |
| Dates of corporation operation: Unknown. Chapter 11 filed in Feb. 2002. Emerged from Chp. 11 | | | City | | |
| in 2003. Company still in operation | | | State | | |
| | | | Zip | | |
| | | | Country | | |

Second "other corporation"

| | | | | | |
|---|---------------|-----|--|----------------------|-----|
| World Bazaars, Inc. | | | David Oddi, Director of AVB, Inc. | | |
| Name of other corporation 2 | | | Name of Individual 1 | | |
| 2400 Yates Avenue | | | 5209 SE International Way | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) | | CA | 90040 | Address 2 (optional) | |
| City | State | Zip | City | State | Zip |
| Country | UNITED STATES | | Country | UNITED STATES | |
| State(s) of Incorporation: California | | | | | |
| State(s) of transaction of business: California | | | Name of Individual 2 | | |
| | | | Address 1 | | |
| | | | Address 2 (optional) | | |
| Dates of corporation operation: | | | City | | |
| Formed in 1980. Chapter 7 Bankruptcy in 1999 | | | State | | |
| Corporation has since dissolved | | | Zip | | |
| | | | Country | | |

Third "other corporation"

| | | | | | |
|--|---------------|-----|---|----------------------|-----|
| Cryptek, Inc. | | | Daniel Bonoff, Director of AVB, Inc. | | |
| Name of other corporation 3 | | | Name of Individual 1 | | |
| 1501 Moran Road | | | 5209 SE International Way | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) | | VA | 20166 | Address 2 (optional) | |
| City | State | Zip | City | State | Zip |
| Country | UNITED STATES | | Country | UNITED STATES | |
| State(s) of Incorporation: Delaware | | | | | |
| State(s) of transaction of business: Unknown. Company operated nationally. | | | Name of Individual 2 | | |
| | | | Address 1 | | |
| | | | Address 2 (optional) | | |
| Dates of corporation operation: | | | City | | |
| 1986-2009 | | | State | | |
| | | | Zip | | |
| | | | Country | | |

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002I

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

AVB, INC., AN OREGON CORPORATION

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T CORPORATION SYSTEM

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Signature: 

Loretta A McCool, Assistant Secretary

5/14/2015

Printed Name

Date

REQUIRED – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

Certificate of Existence 534L175L2

I, ROBERT TAYLOR, DEPUTY SECRETARY OF STATE, and Custodian of the Seal of said State, do hereby certify:

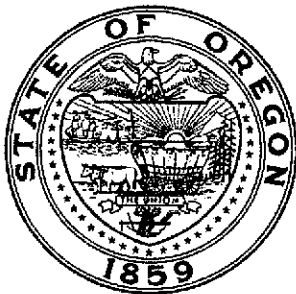
AVB, INC.

is

Incorporated

under the laws of The State of Oregon

and is active on the records of the Corporation Division as of the date of this certificate.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

A handwritten signature in black ink, appearing to be 'RT', is written over a horizontal line.

ROBERT TAYLOR, DEPUTY SECRETARY OF STATE

5/14/2015

SECRETARY'S CERTIFICATE
OF
AVB, INC.

This Secretary's Certificate, dated effective May 21, 2015 (this "Certificate"), is executed and delivered by Daniel Bonoff, in his capacity as the Secretary of AVB, Inc., an Oregon corporation, and certifies that:

Attached to this Certificate as Exhibit A is a true, complete and correct copy of the Written Consent of Board of Directors of AVB, Inc. in Lieu of Meeting, dated effective May 12, 2015, and such resolutions are in full force and effect and are all the resolutions adopted in connection with the subject matter therein.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the date set forth above.

AVB, INC.

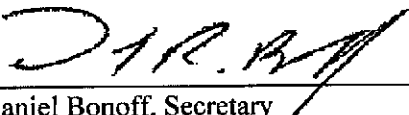
By: 
Daniel Bonoff, Secretary

EXHIBIT A

Written Consent of Board of Directors of AVB, Inc. in Lieu of Meeting

(Attached)

**WRITTEN CONSENT OF BOARD OF DIRECTORS
OF
AVB, INC.
IN LIEU OF MEETING**

Effective Date: May 12, 2015

The undersigned, representing the members of the Board of Directors of AVB, Inc., an Oregon corporation (the "***Corporation***"), hereby adopt the following resolution in lieu of a meeting, pursuant to the authority granted by the Oregon Business Corporation Act and the Bylaws of the Corporation, as of the Effective Date set forth above.

ARIZONA FICTITIOUS NAME

WHEREAS, the name, or similar name, of the Corporation is presently being used by another corporation or business in the State of Arizona; and as a result, the Corporation's name in its state of incorporation is not available for use in the State of Arizona.

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Corporation shall adopt a fictitious name for transacting business in the State of Arizona, as "AVB, Inc., an Oregon corporation."

IN WITNESS WHEREOF, this Written Consent of the Board of Directors in Lieu of Meeting shall be filed with the minutes of the proceedings of the Board and shall be effective as of the Effective Date first set forth above.

DIRECTORS:



Daniel Bonoff

Shobi L. Dahl

David J. Dahl

Glenn Dahl

Walt Freese

Keith Miller

Written Consent of Board of Directors in Lieu of Meeting

**WRITTEN CONSENT OF BOARD OF DIRECTORS
OF
AVB, INC.
IN LIEU OF MEETING**

Effective Date: May 12, 2015

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Walt Freese

Keith Miller

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OF

AVB, INC.

IN LIEU OF MEETING

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Shobi L. Dahl

David J. Dahl

Glenn Dahl

Walt Freese

Keith Miller

Written Consent of Board of Directors in Lieu of Meeting

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OF
AVB, INC.
IN LIEU OF MEETING**

Effective Date: May 12, 2015

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Shobi L. Dahl

David J. Dahl

Glenn Dahl

Walt Freese

Keith Miller

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OF
AVB, INC.
IN LIEU OF MEETING**

Effective Date: May 12, 2015

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DIRECTORS:

Daniel Bonoff

Shobi L. Dahl

David J. Dahl

Glenn Dahl

Walt Freese



Keith Miller

Written Consent of Board of Directors in Lieu of Meeting

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

Certified Copy 218E871F3

I, ROBERT TAYLOR, Deputy Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached

Document File

for

AVB, INC.

is a true copy of the original document(s).

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*



A handwritten signature in black ink, appearing to be "RT", is written over a horizontal line.

ROBERT TAYLOR, DEPUTY SECRETARY OF STATE

5/14/2015

(831.115) \$40.00

158 12th Street NE
Salem, OR 97310

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.

SEP 27 1988

Registry Number:

130 913-84
(Office Use Only)

**ARTICLES OF INCORPORATION
BUSINESS CORPORATION**

CORPORATION DIVISION

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

Article 1: Name of the corporation: AVB, INC.

Note: The name must contain the word "Corporation," "Company," "Incorporated," or "Limited" or an abbreviation of one of such words.

Article 2: Number of shares the corporation will have authority to issue: 100 no par value

Article 3: Name of the initial registered agent: Glenn L. Dahl

Address of initial registered office (Must be a street address in Oregon which is identical to the registered agent's business office):

7831 SE Stark Portland OREGON 97215
Street and Number City State Zip Code

Mailing address of registered agent (if different from the registered office):

Same as above
Street & Number or PO Box City State Zip Code

Article 4: Address where the Division may mail notices: (C/Os) Glenn L. Dahl
7831 SE Stark Portland Oregon 97215
Street & Number or PO Box City State Zip Code

Article 5: Name and address of each incorporator:

| | |
|----------------------------|------------------------------------|
| <u>Glenn L. Dahl</u> | <u>Albert L. Dahl</u> |
| <u>6732 SE Telford Rd.</u> | <u>13115 SE Foster Rd., No. 48</u> |
| <u>Gresham, OR 97080</u> | <u>Portland, OR 97236</u> |

Article 6: Optional Provisions (Attach additional sheets, if necessary):

Execution:

| | | |
|--------------------|-----------------------|---------------------|
| <u>[Signature]</u> | <u>GLENN L. DAHL</u> | <u>INCORPORATOR</u> |
| Signature | Printed Name | Title |
| <u>[Signature]</u> | <u>ALBERT L. DAHL</u> | <u>INCORPORATOR</u> |
| Signature | Printed Name | Title |

Person to contact about this filing: Jeffrey A. Crook, Attorney at Law 503-668-3558
Name Daytime Phone Number

Submit the original and the true copy to the Corporation Division, 158 12th Street NE, Salem, Oregon 97310, with the fee of \$30.00 and the surcharge of \$10.00 — Total \$40.00.
PLEASE DO NOT SEND CASH. If you have questions, call (503) 378-4166.

C-1 (6/87) 831 115 (\$40.00)

09268800618 831.115

40.00

9-27
Jm

703 / 30 \$55.00
REGISTRY NUMBER: 130913-84

FILED

MAY 28 2009

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
AVB, INC.

OREGON
SECRETARY OF STATE

Pursuant to ORS 60.437, the undersigned hereby submits for filing the following Articles of Amendment to the Articles of Incorporation of AVB, INC., an Oregon corporation:

1. The name of the corporation is: AVB, INC.
2. Article 2 is amended to read as "The number of authorized shares are 5,000 voting shares and 5,000 nonvoting shares."
3. An additional Article 7 is added to provide as follows:
"An action required or permitted by the Oregon Business Corporation Act or these Articles to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted."
4. This amendment was approved by the shareholders of the corporation effective May 18, 2009.
5. Of the 100 authorized shares of Common Stock, 100 shares were issued and outstanding and entitled to vote on the amendment.
6. Of the shares entitled to vote, 100 shares were voted in favor of the amendment, and no shares were voted against the amendment.

Dated: May 20, 2009

AVB, INC.

By: 

Glenn Dahl, President

Person to contact about this filing:

Jay M. Fountain

Jay Fountain, P.C.

5665 SW Meadows Road, Suite 200

Lake Oswego, OR 97035

(503) 598-3297



13091384-11053891



Restated Articles of Incorporation - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 101 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 966-2200

FILED

DEC 31 2012

OREGON
SECRETARY OF STATE

For office use only

REGISTRY NUMBER: 130913-84

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.
Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION: AVB, Inc.

2) NEW NAME OF THE CORPORATION: (If changed) _____

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED: ☒

4) CHECK THE APPROPRIATE STATEMENT:

☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.

☒ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was 12/21/2012.

The vote of the shareholders was as follows:

| Class or series of shares | Number of shares outstanding | Number of votes entitled to be cast | Number of votes cast FOR | Number of votes cast AGAINST |
|---------------------------|------------------------------|-------------------------------------|--------------------------|------------------------------|
| See Attached | | | | |

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Shobi Dahl

Printed Name:

Shobi Dahl

Title:

Chief Executive Officer

AVB, INC.



13091384-13998996

RSTART

Required Processing Fee \$100

Processing Fees are non-refundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.

Corporation: AVB, Inc.
Business Registry No. 130913-84

ATTACHMENT TO RESTATED ARTICLES OF INCORPORATION

OREGON CORPORATION DIVISION COVER SHEET

4) (Continuation):

The vote of the shareholders was as follows:

| CLASS OR SERIES OF SHARES | NUMBER OF SHARES OUTSTANDING | NUMBER OF VOTES ENTITLED TO BE CAST | NUMBER OF VOTES CAST FOR | NUMBER OF VOTES CAST AGAINST |
|------------------------------|------------------------------------|---|-----------------------------|------------------------------------|
| Voting Shares | 5,000 | 5,000 | 5,000 | 0 |
| Non-Voting Shares | 5,000 | 0 | N/A | N/A |

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AVB, INC.**

Pursuant to the provision of the Oregon Business Corporation Act (the "Act"), AVB, INC. (the "**Corporation**") hereby adopts the following Amended and Restated Articles of Incorporation (the "**Amended and Restated Articles**"), which shall replace and supersede the Articles of Incorporation filed with the Oregon Secretary of State on September 27, 1988, and the Articles of Amendment to the Articles of Incorporation of AVB, Inc. filed on May 28, 2009 (jointly, the "**Articles of Incorporation**"), in their entirety.

**ARTICLE 1
NAME**

The name of the corporation is AVB, INC.

**ARTICLE 2
DURATION**

The Corporation's duration shall be perpetual.

**ARTICLE 3
PURPOSE**

The purpose for which the Corporation is organized is to engage in any business, trade, or activity that may lawfully be conducted by a Corporation organized under the Act. The Corporation shall have the authority to engage in any and all activities that are incidental or conducive to the attainment of the purposes of the Corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable to the Corporation.

**ARTICLE 4
SHARES**

4.1 AUTHORIZED CAPITAL. The Corporation is authorized to issue three classes of stock to be designated, "**Non-Voting Shares**," "**Voting Shares**," and "**Common Stock**." The total number of shares which the Corporation shall have authority to issue is Ten Million Ten Thousand (10,010,000), which shall consist of Five Thousand (5,000) Non-Voting Shares, Five Thousand (5,000) Voting Shares, and Ten Million (10,000,000) shares of Common Stock, each no par value per share.

4.2 RIGHTS OF SHAREHOLDERS. Except as otherwise required by law, the holders of the shares of Voting Shares and Common Stock have unlimited voting rights at one vote per share on each matter voted upon by shareholders. Except as otherwise required by law, the holders of the shares of Non-Voting Shares have no voting rights on matters submitted to shareholder for vote. All shareholders, regardless of class, are entitled to receive the net assets of the Company on dissolution.

4.3 **WAIVER OF PREEMPTIVE RIGHTS.** The Corporation elects to waive preemptive rights.

ARTICLE 5

LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; *provided*, that this Article 5 shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act, including but not limited to (a) any breach of the director's duty of loyalty to the Corporation, (b) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (c) any unlawful distribution under the Act, or (d) any transaction from which the director derived an improper personal benefit. Any amendment to or repeal of this Article 5 or the Act shall not adversely affect any right or protection of a director of the Corporation for or with respect to acts or omissions of such director which occur prior to the effective date of the amendment or repeal.

ARTICLE 6

INDEMNIFICATION

The Corporation may indemnify to the fullest extent not prohibited by law (and shall do so with each person serving or who has served as a director) any person who is made, or threatened to be made, a party to a proceeding by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee, agent, or as a fiduciary (as defined above) of an employee benefit plan, of another Corporation, partnership, joint venture, trust or other enterprise; *provided, however*, that the Corporation shall not indemnify any such person for or on account of (a) any breach of the person's duty of loyalty to the Corporation or employee benefit plan, (b) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, or (c) any transaction from which the person derived an improper personal benefit. Any amendment to or repeal of this Article 6 or the Act shall not adversely affect any right or protection afforded a person hereunder for or with respect to acts or omissions of such person which occur prior to the effective date of the amendment or repeal.

ARTICLE 7

SHAREHOLDER ACTION WITHOUT MEETING

Any action required or which may be taken at a meeting of shareholders of the Corporation may be taken without a meeting or a vote if, pursuant to the Bylaws, either (i) the action is taken with the prior written consent of all shareholders entitled to vote; or (ii) the action is taken with the written consent of shareholders holding of record, or otherwise entitled to vote in the aggregate, not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. The action taken under this Article must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action,

130913-89

or by those shareholders taking action under subsection (ii) of this Article, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under subsection (i) of this Article is effective when the last shareholder signs the consent, unless the consent specifies an earlier or later effective date. Action taken under subsection (ii) of this Article is effective when the consent or consents bearing sufficient signatures are delivered to the Corporation, unless the consent or consents specify an earlier or later effective date.

ARTICLE 7

REGISTERED AGENT AND OFFICE

The name and address of the Corporation's registered agent is CT Corporation System, 388 State Street, Suite 420, Salem, Oregon 97301.

ARTICLE 8

NOTICES

The address where the Corporation Division may mail notices to the Corporation is CT Corporation System, 388 State Street, Suite 420, Salem, Oregon 97301.

By my signature, I declare as the Chief Executive Officer of the Corporation and an authorized authority that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

DATED this 21st day of December, 2012.


SHOBI DAHL, CHIEF EXECUTIVE OFFICER



Restated Articles of Incorporation - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 966-2200

FILED

DEC 26 2012

REGISTRY NUMBER: 130913-84

OREGON
SECRETARY OF STATE

For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION: AVB, Inc.

2) NEW NAME OF THE CORPORATION: (If changed) _____

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED: ☒

4) CHECK THE APPROPRIATE STATEMENT:

☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.

☒ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was 12/24/2012.

The vote of the shareholders was as follows:

| Class or series of shares | Number of shares outstanding | Number of votes entitled to be cast | Number of votes cast FOR | Number of votes cast AGAINST |
|---------------------------|------------------------------|-------------------------------------|--------------------------|------------------------------|
| See Attached | | | | |

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Shobi Dahl

Printed Name:

Shobi Dahl

Title:

Chief Executive Officer

AVB, INC.



13091384-14001537

RSTART

Required Processing Fee \$100

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.

Corporation: AVB, Inc.
Business Registry No. 130913-84

ATTACHMENT TO RESTATED ARTICLES OF INCORPORATION

OREGON CORPORATION DIVISION COVER SHEET

4) (Continuation):

The vote of the shareholders was as follows:

| CLASS OR SERIES OF SHARES | NUMBER OF SHARES OUTSTANDING | NUMBER OF VOTES ENTITLED TO BE CAST | NUMBER OF VOTES CAST FOR | NUMBER OF VOTES CAST AGAINST |
|------------------------------|------------------------------------|---|-----------------------------|------------------------------------|
| Common | 10,000,000 | 10,000,000 | 10,000,000 | 0 |
| Voting | 0 | 0 | 0 | 0 |
| Non-Voting | 0 | 0 | 0 | 0 |

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

AVB, INC

Pursuant to the provision of the Oregon Business Corporation Act (the "*Act*"), AVB, INC. (the "*Corporation*") hereby adopts the following Second Amended and Restated Articles of Incorporation (the "*Articles*"), which shall replace and supersede the Amended and Restated Articles of Incorporation filed with the Oregon Secretary of State on December 21, 2012.

ARTICLE I

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

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the Oregon Business Corporation Act (the "*OBCA*").

ARTICLE III

The name and address of the Corporation's registered agent is CT Corporation System, 388 State Street, Suite 420, Salem, OR 97301.

ARTICLE IV

The total number of shares of capital stock that the corporation will have authority to issue is 20,000,000, consisting of 10,000,000 shares of Common Stock ("*Common Stock*"), and 10,000,000 shares of Convertible Preferred Stock, ("*Preferred Stock*").

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. **Definitions.** For purposes of this Amended and Restated Articles of Incorporation, the following definitions will apply:

(a) "*Additional Shares of Common*" means all shares of Common Stock or with respect to the issuance of Derivative Securities, the maximum number of shares (as set forth in the instrument relating thereto without regard to any provision contained therein for subsequent adjustment of such number) of Common Stock issuable in exchange for, upon conversion of, or upon exercise of such Derivative Securities issued (or, pursuant to Section 4(e)(ii) below, deemed to be issued) by the Corporation after the date hereof, other than the following: (a) shares of Common Stock or Derivative Securities issued by reason of a dividend, stock split, ~~split-up~~, stock dividend, reclassification, reorganization or other distribution on shares of Common Stock for which provision is made for the adjustment of the Conversion Price or number of shares of Common Stock issuable upon conversion pursuant to Section 4 hereof; (b) shares of Common Stock or Derivative Securities issued in connection with *bona fide*

acquisitions, mergers or similar transactions, the terms of which are approved by the Board of Directors and the Required Holders; (c) shares of Common Stock issued in a Qualified IPO; (d) shares of Common Stock issued upon the conversion of any Preferred Stock; (e) shares of Common Stock issued in connection with any transaction or event, if and to the extent that the Required Holders have waived in writing the adjustment provided for in Section 4 in connection with such transaction or event (which written waiver must specifically reference Section 4); and (f) rights to acquire shares of Common Stock issued or issuable in connection with, or upon the exercise of, options or other awards granted or to be granted to employees, officers or directors of the Corporation including pursuant to the Equity Incentive Plan or any similar plan approved by the Board of Directors.

(b) **"Approved Underwriter"** means any of Morgan Stanley, Goldman Sachs, Citibank, Credit Suisse, JP Morgan, Bank of America, UBS, Piper Jaffrey, Deutsche Banc, Jefferies, Raymond James, Wells Fargo, William Blair, Barclays, Stephens, and any other underwriter determined in good faith by the Required Holders to have experience in acting as a managing underwriter for issuers similarly situated as the Corporation and the successors or assigns of any such investment banking firm.

(c) **"Conversion Price"** initially means an amount equal to the Original Issue Price, subject to adjustment from time to time as set forth herein.

(d) **"Derivative Securities"** means any instruments or evidences of indebtedness, bonds, debentures, notes, subscriptions, options, warrants, calls, preemptive rights, agreements, arrangements, commitments, shares or other securities directly or indirectly that are or may become, convertible into or exchangeable or exercisable for, or evidencing the right to subscribe for or receive, capital stock of the Corporation.

(e) **"Distribution"** means the transfer of cash or other property without consideration whether by way of dividend or otherwise, or the purchase or redemption of shares of the Corporation by the Corporation for cash or property.

(f) **"Dividend Rate"** means an annual rate of 8.0% of the Original Issue Price.

(g) **"Equity Incentive Plan"** means the AVB, Inc. Equity Incentive Plan.

(h) **"Fully Diluted Basis"** means, as of the time of determination, the number of shares of Common Stock issued and outstanding, together with all shares of Common Stock that the Corporation may be required to issue pursuant to any obligation if fully converted, exercised or exchanged on the day immediately preceding the given date, including upon conversion of Preferred Stock or any Derivative Securities (assuming that any conditions to exercisability, convertibility or exchangeability have been satisfied (whether or not they have been at the time of determination) but without regard to any provision contained therein for a subsequent adjustment of such number).

(i) **"Investor Director"** means any director who is appointed by a vote of the majority of the total number of shares of Preferred Stock outstanding, voting as a separate class pursuant to Section 5(d).

(j) **"New Securities"** means any common stock or preferred stock of the Corporation, whether now authorized or not, and Derivative Securities to purchase said common stock or preferred stock; provided that New Securities does not include (i) any shares of Common Stock issuable upon the conversion of shares of Preferred Stock; (ii) shares of the Common Stock or the Preferred Stock issued in connection with any stock split, stock dividend or recapitalization by the Corporation provided that, in any such case referred to in this clause (ii), the transaction is approved by the Board of Directors, including the affirmative vote or consent of at least one Investor Director; (iii) shares of Preferred Stock sold pursuant to the Preferred Share Purchase Agreement and Redemption Agreement entered into following the filing of these Articles, if at all, between by and among Corporation; Glenn Dahl, Trustee of the Glenn Dahl Family Trust, U/A/D November 28, 2012; David J. Dahl, Trustee of the David Dahl Family Trust, U/A/D May 1; Shobi L. Dahl, Trustee of the Shobi L. Dahl Family Trust, U/A/D December 16, 2011; Goode Seed Holdings, LLC; and Goode Seed Co-Invest, LLC; (iv) shares of Common Stock issued in connection with any acquisition, merger, sale of assets or other business combination, any joint venture, strategic alliance, distribution agreement, lease or any other contract with a vendor for *bona fide* services or products; provided that, in any such case referred to in this clause (iv), the transaction is approved by the Board of Directors, including the affirmative vote or consent of at least one Investor Director; or (v) any Derivative Security to acquire any security convertible into the securities excluded from the definition of New Securities pursuant to clauses (i) through (iv).

(k) **"Original Issue Price"** means \$6.625.

(l) **"Person"** means any individual, corporation (including any non-profit corporation), general partnership, limited partnership, limited liability partnership, joint venture, estate, trust, company (including any limited liability company or joint stock company), firm or other enterprise, association, organization, entity or governmental entity.

(m) **"Public Offering"** means any sale of shares of Common Stock to the public pursuant to a public offering registered (other than a registration effected solely to implement an employee benefit plan or a transaction to which Rule 145 or any other similar rule of the SEC under the Securities Act is applicable) under the Securities Act and underwritten by an Approved Underwriter.

(n) **"Required Holders"** means no less than the holders of a majority of the outstanding Preferred Stock of the Corporation on as-converted basis, voting as a single class.

(o) **"Qualified IPO"** means the Corporation's first Public Offering of Common Stock underwritten by an Approved Underwriter that is effected pursuant to a Registration Statement filed with and declared effective by, the SEC under the Securities Act, which results in net cash proceeds to the Corporation or any holder of the Corporation's securities of at least \$50,000,000.

(p) **"Registration Statement"** means any registration statement under the Securities Act that covers any of the securities of the Corporation, including the related prospectus, all amendments and supplements to such registration statement (including post-effective amendments), all exhibits and all material incorporated by reference or deemed to be

incorporated by reference in such registration statement.

(q) "Sale Event" means any of the following:

(i) the merger, reorganization or consolidation of the Corporation or such subsidiary or subsidiaries of the Corporation the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole into or with another corporation in which the stockholders of the Corporation or such subsidiaries immediately preceding such merger, reorganization or consolidation (solely by virtue of their shares or other securities of the Corporation or such subsidiaries) will own less than 50% of the voting securities of the surviving corporation;

(ii) the sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a *bona fide* lender), of all or substantially all the assets of the Corporation, whether pursuant to a single transaction or a series of related transactions or plan (which assets will include for these purposes 50% or more of the outstanding voting interests of such of the Corporation's subsidiaries the assets of which constitute all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole) to any entity 50% or more of the voting securities of which are not beneficially owned (as determined in accordance with the rules and regulations promulgated under the federal Securities Exchange Act of 1934) by all or substantially all of the individuals and entities that were the beneficial owners of the Corporation's voting securities prior to such transaction or transactions;

(iii) the sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a *bona fide* lender), whether in a single transaction or pursuant to a series of related transactions, of all or substantially all the assets of such of the Corporation's subsidiaries the assets of which constitute all or substantially all of the assets of the Corporation and such subsidiaries taken as a whole, to any entity 50% or more of the voting securities of which are not beneficially owned (as determined in accordance with the rules and regulations promulgated under the federal Securities Exchange Act of 1934) by all or substantially all of the individuals and entities that were the beneficial owners of the Corporation's voting securities prior to such transaction or transactions; or

(iv) the sale or transfer, whether in a single transaction or pursuant to a series of related transactions, of securities of the Corporation such that all holders of securities of the Corporation which are entitled to vote by virtue of holding such securities with respect to matters generally that are voted on by stockholders of the Corporation (and not any matter requiring an additional class or other special vote) (collectively, the "Corporation's Voting Power") immediately prior to such transaction or series of related transactions do not hold after such transaction such securities of the Corporation that constitute more than a majority of the Corporation's Voting Power.

(r) "SEC" means the Securities and Exchange Commission.

(s) "Securities Act" means the Securities Act of 1933, as amended.

(t) "Shareholders Agreement" means the Shareholders Agreement, dated the same day as the Acquisition Agreement by and among Corporation, Glenn Dahl, Trustee of the

Glenn Dahl Family Trust, U/A/D November 28, 2012; David J. Dahl, Trustee of the David Dahl Family Trust, U/A/D May 1; Shobi L. Dahl, Trustee of the Shobi L. Dahl Family Trust, U/A/D December 16, 2011; Goode Seed Holdings, LLC; and Goode Seed Co-Invest, LLC.

2. Dividends.

(a) **Preferred Stock.** The holders of outstanding shares of Preferred Stock will be entitled to receive when, as and if declared by the Board of Directors and out of any assets legally available therefore, prior and in preference to any declaration or payment of any Distribution on the Common Stock or other securities ranking junior to the Preferred Stock in priority as to the payment of dividends or as to liquidation, winding up or dissolution, dividends at the Dividend Rate, compounded annually, on the Original Issue Price, on each share of Preferred Stock. The cumulative preferred dividend applicable to the Preferred Stock will (x) commence accruing from and after the date of issuance with respect to each share of Preferred Stock and (y) be payable in cash. Such dividends will be cumulative and will accrue from the issue date whether or not declared by the Board of Directors, but will only be payable if declared payable by the Board of Directors or required to be paid pursuant to Section 3. In the event that a dividend is payable to the holders of Preferred Stock as provided above but the full amount of the cumulative preferred dividend accrued with respect to the outstanding shares of Preferred Stock is not declared or paid to the holders of such shares, then the entire amounts available for payment of dividends accrued, declared or otherwise payable with respect to the shares of Preferred Stock will be distributed ratably among the holders of shares of Preferred Stock, in accordance with the number of shares of Preferred Stock held by each such holder, until the full amount of all accrued and declared dividends with respect to the Preferred Stock have been paid. No accumulation of dividends will bear interest. Dividends on shares of capital stock of the Corporation will be payable only of funds legally available therefor.

(b) **Additional Participation in Common Dividends.** The Corporation shall not declare, set aside or pay any dividends on any share of Common Stock until all dividends in respect of the Preferred Stock have been declared and paid or set aside for payment to the holders of the Preferred Stock, including dividends declared and paid as to the Preferred Stock in equal amounts per share to the dividends declared and paid as to the Common Stock as if the Preferred Stock had been converted pursuant to Section 4 to shares of Common Stock. After the payment or setting aside for payment of the dividends as described in Section 2(a), any additional dividends declared or paid in any fiscal year will be declared or paid among the holders of the Preferred Stock and Common Stock then outstanding in proportion to the greatest whole number of shares of Common Stock which would be held by each such holder if all shares of Preferred Stock were converted pursuant to Section 4 to shares of Common Stock.

(c) **Non-Cash Distributions.** Whenever a Distribution provided for in this Section 2 is payable in property other than cash, the value of such Distribution will be deemed to be the fair market value of such property as determined in good faith by the Board of Directors including an Investor Director.

(d) **Waiver of Dividends.** Any dividend preference and any cumulative dividend of the Preferred Stock may be waived, in whole or in part, by the written consent of the Required Holders.

3. Liquidation Rights.

(a) **Liquidation Preference.** In the event of either (i) any liquidation, dissolution or winding up of the Corporation or such of the Corporation's subsidiaries the assets of which constitute all or substantially all the assets of the business of the Corporation and subsidiaries taken as a whole, either voluntary or involuntary or (ii) a Sale Event, unless in the case of a Sale Event, the Required Holders have elected to exclude such Sale Event from the application of this Section 3(a) (in which case this Section 3(a) will not apply to this transaction), the holders of the Preferred Stock will be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Common Stock and the holders of any other class or series of stock of the Corporation ranking junior to the Preferred Stock by reason of their ownership of such stock (x) in the case of a liquidation, dissolution or winding up, from any funds legally available for distribution to shareholders, and (y) in the case of a Sale Event to which this Section 3(a) applies, from the net proceeds therefrom (defined for these purposes to mean the proceeds, whether cash, securities or property, available for distribution to stockholders or payable to the stockholders by reason of the Sale Event), an amount per share for each share of Preferred Stock held by them equal to the greater of: (i) the Original Issue Price, plus all dividends accrued or declared but unpaid thereon ("**Liquidation Preference**"), and (ii) an amount equal to what would have been received had such share of Preferred Stock been converted to Common Stock in accordance with the provisions of Section 4 below immediately prior to such liquidation, dissolution or winding up, as determined by the Board of Directors in its discretion. To the extent necessary, the Corporation shall cause such actions to be taken by any of its subsidiaries so as to enable the process of a liquidation, dissolution or winding or Sale Event to be distributed to the holders of shares of the Preferred Stock in accordance with this Section 3. If the assets or surplus funds to be distributed to the holders of the Preferred Stock are insufficient to permit the payment to such holders of the full amounts payable to such holders, the assets and surplus funds legally available for distribution will be distributed ratably among the holders of the Preferred Stock in proportion to the full amount each such holder is otherwise entitled to receive. In the event that, in anticipation of and in connection with a Sale Event, the terms of such Sale Event provide for a portion of the total consideration otherwise payable pursuant thereto to be held in escrow following the closing thereof, or paid after the closing thereof pursuant to an earn-out or otherwise, the Corporation shall in turn escrow consideration distributable to the stockholders in connection with such Sale Event, or otherwise make appropriate provision, to ensure that the holders of Preferred Stock receive an amount per Preferred Stock share so converted that is no less than the applicable Liquidation Preference.

(b) **Reorganization.** For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation will be deemed to be occasioned by, or to include, (i) a Sale Event; or (ii) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(c) **Valuation of Non-Cash Consideration.** If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets will be their fair market value as reasonably determined in good faith by the Board of Directors including an Investor Director, except that any securities to be distributed to stockholders in a liquidation, dissolution, or

winding up of the Corporation will be valued as follows:

(i) if the securities are then traded on a national securities exchange or through the Nasdaq Stock Market, then the value of the securities will be deemed to be the average of the closing prices of the securities on such exchange over the ten trading day period ending five trading days prior to the Distribution; or

(ii) if the securities are actively traded over-the-counter, then the value of the securities will be deemed to be the average of the closing bid prices of the securities over the ten trading day period ending five trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date will be deemed to be the date such transaction closes.

4. Conversion. The holders of the Preferred Stock have conversion rights as follows:

(a) **Right to Convert.** Each share of Preferred Stock will be convertible, at the option of the holder thereof and under the conditions set forth in this Section 4, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock at the rate of one share of Preferred Stock to the number of shares of Common Stock that equals the quotient obtained by dividing the Original Issue Price by the Conversion Price then in effect (the "**Conversion Rate**"). The conversion will be effected by the surrender by a holder of Preferred Stock of the shares of Preferred Stock to the Corporation, duly endorsed, along with a written request of conversion; *provided, however*, only the written request of such holder will be required if the Preferred Stock is uncertificated. Upon any adjustment to the Conversion Price pursuant to this Section 4, the Conversion Rate will be automatically appropriately adjusted. Such conversion will be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of Preferred Stock to be converted in accordance with the procedures described in Section 4(c) below. No fractional shares of Common Stock will be issued upon conversion of Preferred Stock, and any shares of Preferred Stock surrendered for conversion that would otherwise result in a fractional share of Common Stock will be redeemed at the then-effective Conversion Rate per share, payable as promptly as possible when funds are legally available therefor.

(b) **Automatic Conversion.** Each share of Preferred Stock will be automatically converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate (i) immediately prior to the closing of a Qualified IPO, or (ii) immediately prior to the close of business on the date of receipt by the Corporation of a written request for such conversion that is executed by the Required Holders as of the date of such request (each of the events referred to in (i) and (ii) are referred to herein as a "**Automatic Conversion Event**"). Such conversion will be automatic, without need for any further action by the holders of shares of the Preferred Stock and regardless of whether the certificates representing such shares are surrendered to the Corporation or its transfer agent; *provided, however*, that the Corporation will not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing such shares of the Preferred Stock are surrendered to the Corporation in accordance with the procedures described

in Section 4(c). Upon the conversion of the Preferred Stock, the Corporation shall promptly send written notice thereof, by registered or certified mail, return receipt requested and postage prepaid, by hand delivery or by overnight delivery, to each holder of record of such Preferred Stock at his or its address then shown on the records of the Corporation, which notice will state that certificates evidencing shares of Preferred Stock must be surrendered at the office of the Corporation (or of its transfer agent for the Common Stock, if applicable) in the manner described in Section 4(c) below.

(c) **Mechanics of Conversion.** In the event shares of Preferred Stock are certificated, before the holder of Preferred Stock is entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, such holder shall either (A) surrender the certificate(s) therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificate(s) have been lost, stolen or destroyed and execute an affidavit attesting to such fact in a form satisfactory to the Corporation; *provided, however*, that on the date of an Automatic Conversion Event the outstanding shares of Preferred Stock will be converted automatically without any further action by the holders of such shares and regardless of whether the certificates representing such shares are surrendered to the Corporation or its transfer agent. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock will be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock will not have been surrendered at the office of the Corporation or that the certificates evidencing such shares of Common Stock will not then be actually delivered to such holder.

Upon conversion pursuant to this section, the Corporation shall, as soon as practicable (but in no event later than thirty (30) days after the delivery of said securities), issue and deliver to such holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which the holder will be entitled; *provided, however*, if the shares of Preferred Stock are certificated such holder will first be required to surrender the certificate or certificates for such shares of Preferred Stock, duly endorsed, at the office of the Corporation. Such conversion will be deemed to have been made immediately prior to the close of business on (i) the date of such surrender of the shares of Preferred Stock to be converted (or the written request by such holder if the Preferred Stock is uncertificated) or (ii) in the event of an Automatic Conversion Event, the date such event occurs, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion will be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; *provided, however*, that if the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act or a Sale Event, the conversion may, at the option of any holder tendering Preferred Stock for conversion be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of Preferred Stock will not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

All shares of Preferred Stock that have been surrendered for conversion or automatically converted as provided herein will no longer be deemed to be outstanding and all rights with respect to such shares, including the right to receive dividends, notices and to vote,

will immediately cease and terminate on the date of conversion, except for the right of the holders thereof to receive Common Stock in exchange therefor. Any shares of Preferred Stock so converted will be retired and cancelled and will not be reissued, and the Corporation may from time to time take appropriate action as may be necessary to reduce the number of shares of Preferred Stock accordingly.

(d) *Adjustments to Conversion Price for Diluting Issues.*

(i) *No Adjustment of Conversion Price.* No adjustment in the Conversion Price will be made in respect of the issuance of Additional Shares of Common unless the consideration per share (as determined pursuant to Section 4(i)) for an Additional Share of Common issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to such issue. With respect to the sale or issuance of Derivative Securities that are convertible into or exchangeable for Common Stock without further consideration, the per share consideration will be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Derivative Securities into the aggregate consideration received by the Corporation upon the sale or issuance of such Derivative Securities. With respect to the issuance of other Derivative Securities, the per share consideration will be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Derivative Securities into the aggregate consideration received by the Corporation upon the sale or issuance of such Derivative Securities plus the total consideration receivable by the Corporation upon the conversion or exercise of such Derivative Securities.

(ii) *Deemed Issue of Additional Shares of Common.*

(1) If the Corporation at any time or from time to time after the date hereof issues any Derivative Securities or fixes a record date for the determination of holders of any class of securities entitled to receive any such Derivative Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) directly or indirectly issuable upon the exercise, conversion or exchange of such Derivative Securities, will be deemed to be Additional Shares of Common issued as of the time of such issue or, in case such a record date has been fixed, as of the close of business on such record date and the aggregate consideration received by the Corporation for such Derivative Securities will be deemed to have been received for such Additional Shares of Common. If such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price (and the corresponding Conversion Rate) shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price (and the corresponding Conversion Rate) shall be adjusted pursuant to this section as of the time of actual payment of such dividend or distribution.

(2) If the terms of any Derivative Security, the issuance of

which resulted in an adjustment to the Conversion Price pursuant to the terms of Section 4(d)(iii), are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Derivative Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Derivative Security) to provide for either (A) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Derivative Security or (B) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase or decrease becoming effective, the Conversion Price computed upon the original issue of such Derivative Security (or upon the occurrence of a record date with respect thereto) will be readjusted to such Conversion Price as would have been obtained had such revised terms been in effect upon the original date of issuance of such Derivative Security. Notwithstanding the foregoing, no readjustment pursuant to this clause will have the effect of increasing the Conversion Price to an amount which exceeds the lower of (x) the Conversion Price in effect immediately prior to the original adjustment made as a result of the issuance of such Derivative Security and (y) the Conversion Price that would have resulted from any issuances of Additional Shares of Common (other than deemed issuances of Additional Shares of Common as a result of the issuance of such Derivative Security) between the original adjustment date and such readjustment date.

(3) If the terms of any Derivative Security, the issuance of which did not result in an adjustment to the Conversion Price pursuant to the terms of Section 4(d)(iii) (either because the consideration per share of the Additional Shares of Common subject thereto was equal to or greater than the Conversion Price then in effect, or because such Derivative Security was issued before the date hereof), are revised after the date hereof as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Derivative Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Derivative Security) to provide for either (A) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Derivative Security or (B) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Derivative Security, as so amended or adjusted, and the Additional Shares of Common subject thereto (determined in the manner provided in Section 4(d)(ii)(1)) will be deemed to have been issued effective upon such increase or decrease becoming effective.

(4) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Derivative Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Derivative Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Conversion Price provided for in this Section 4(d)(ii) will be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments will be treated as provided in Section 4(d)(ii)(2) and Section 4(d)(ii)(3)). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Derivative Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Derivative Security is issued or amended, any adjustment to the Conversion Price that would result under the terms of this Section 4(d)(ii) at the time of such issuance or amendment will instead be

effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

(5) Upon the expiration or termination of any rights of conversion, exchange or exercise under any unexercised Derivative Securities that are Additional Shares of Common, the Conversion Price (and the corresponding Conversion Rate) computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if the only additional shares of Common Stock issued were the shares of such stock, if any, actually issued upon the conversion or exercise of such Derivative Securities.

(iii) *Adjustment of Conversion Price Upon Issuance of Additional Shares of Common.* In the event, and each time, the Corporation shall after the date hereof issue Additional Shares of Common (including Additional Shares of Common deemed to be issued pursuant to Section 4(d)(ii)), without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to such issue, then the Conversion Price will be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP2 = CP1 \times (A + B) \div (A + C).$$

For purposes of the foregoing formula, the following definitions will apply:

(A) "CP2" means the Conversion Price in effect immediately after such issue of Additional Shares of Common;

(B) "CP1" means the Conversion Price in effect immediately prior to such issue of Additional Shares of Common;

(C) "A" means the number of shares of Common Stock outstanding immediately prior to such issue of Additional Shares of Common computed on a Fully Diluted Basis;

(D) "B" means the number of shares of Common Stock that would have been issued if such Additional Shares of Common had been issued at a price per share equal to CP1 (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP1 prior to the payment of any expenses, commissions, discounts and other applicable costs); and

(E) "C" means the maximum number of such Additional Shares of Common issued (or deemed issued) in such transaction.

(e) *Adjustments for Reorganizations.* The Conversion Price will be proportionally increased or decreased at any time or from time to time to reflect any stock dividend, stock split, reverse stock split, reclassification, recapitalization, subdivision,

combination or other similar event affecting the number of outstanding Common Stock or Preferred Stock (or such other stock or securities) that does not have a proportionate or corresponding subdivision or combination of the Preferred Stock. In the event the outstanding shares of Preferred Stock are subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend Rate, the Issue Price and the Liquidation Preference in effect immediately prior to such subdivision will, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock are combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, the Original Issue Price and the Liquidation Preference in effect immediately prior to such combination will, concurrently with the effectiveness of such combination, be proportionately increased.

(f) ***Certificate as to Adjustments.*** The Corporation shall, at its expense, cause an authorized officer promptly to prepare a written certificate showing each adjustment or readjustment of the Conversion Price and the number of shares of Common Stock or other securities issuable upon conversion of the Preferred Stock and cause such certificate to be delivered to the holders of Common Stock. The certificate will describe the adjustment or readjustment and include a description in reasonable detail of the facts on which the adjustment or readjustment is based.

(g) ***No Impairment.*** The Corporation shall not, by amendment of its Articles of Incorporation or Bylaws or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against impairment.

(h) ***Waiver of Adjustment of Conversion Price.*** Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price may be waived by the consent or vote of the Required Holders either before or after the issuance causing the adjustment. Any such waiver will bind all then-current and future holders of shares of Preferred Stock.

(i) ***Determination of Consideration.*** For purposes of this Section 4, the consideration received by the Corporation for the issue of any Additional Shares of Common will be computed as set forth in this Section 4(i). Such consideration will (1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation; (2) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors including an Investor Director; and (3) in the event Additional Shares of Common are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, be the proportion of such consideration so received, computed as provided in clauses (1) and (2) above, as determined in good faith by the Board of Directors of the Corporation including an Investor Director.

(j) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of Preferred Stock into Common Stock, such number of shares of its duly authorized shares of Common Stock as will from time to time be sufficient to effect the conversion of all the Preferred Stock outstanding in full. If at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect the conversion of all the Preferred Stock outstanding into Conversion Stock, the Corporation shall take such action as may, in the reasonable opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number as is sufficient for such purpose, including engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this articles of incorporation. All shares of Common Stock that may be issued upon the conversion of the Preferred Stock will be duly authorized and will be validly issued, fully paid and non-assessable, free from all taxes, liens, charges and preemptive rights with respect to the issuance thereof, other than restrictions imposed by federal and state securities laws or as otherwise contractually agreed by the holders thereof.

5. Voting.

(a) **Restricted Class Voting.** Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) **Common Stock.** Each holder of shares of Common Stock is entitled to one vote for each share thereof held.

(c) **Preferred Stock.** Each holder of Preferred Stock will be entitled to the number of votes equal to the number of shares of Common Stock that would be held by such holder on an as-converted basis plus the number of shares of Common Stock held by such holder as a result of such holder's conversion, prior to the record date of such vote, of any Preferred Stock. For the avoidance of doubt, each holder of Preferred Stock will continue to be entitled to vote, in accordance with Section 5(b), any Common Stock held or controlled by such holder (including Common Stock held as a result of the conversion of Preferred Stock). Holders of Preferred Stock will be entitled to vote on all matters on which the Common Stock will be entitled to vote and will be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

(d) **Directors.** The management of the business and the conduct of the affairs of the Corporation is vested in a Board of Directors. The number of directors constituting the whole Board of Directors will be fixed by, or in the manner provided in, the Bylaws. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide. The holders of the Preferred Stock and Common Stock voting together as a single voting group on an as converted basis, will be entitled to elect one (1) independent director. So long as at least 15% of the aggregate number of shares of Preferred Stock originally issued remains outstanding, the holders of the Preferred Stock, voting together as a single voting group on an as-converted basis, will be entitled to elect three directors; *provided, however*, upon a Performance Event (as defined by the Shareholders Agreement), the holders of the Preferred Stock, voting together as a single voting group on an as-converted basis, will be entitled to elect four (4) directors. The remaining

members of the Board of Directors will be elected by the holders of Common Stock.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

Actions Requiring Majority Approval of Preferred Stock. So long as not less than 15% of the shares of the Preferred Stock remain outstanding, in addition to any other rights provided by law, except where the vote or written consent of the holders of a greater number of shares is required by law or by another provision of the Amended and Restated Articles of Incorporation, without first obtaining the affirmative vote or written consent of the Required Holders, the Corporation will not and will not permit its subsidiaries (in each case, whether by amendment, merger, consolidation or otherwise):

- (a) enter into a merger or consolidation with or into any other Person;
- (b) enter into a transaction constituting a Sale Event;
- (c) enter into any stock split, split-up, stock dividend, reclassification, or reorganization transaction;
- (d) enter into new transactions with or amend, waive, discharge or terminate existing agreements (or any term thereof) with, Affiliates of the Corporation (for the avoidance of doubt, including, but not limited to, the hiring of any family members as an employee, officer, manager, director, consultant or otherwise);
- (e) amend, alter or repeal any provision of these Amended and Restated Articles of Incorporation or any organizational document of a Subsidiary;
- (f) acquire or purchase stock or assets of any Person or the acquisition by any other means of any material business, properties, assets, or Persons in any transaction or series of related transactions that is outside of the ordinary course of business and that requires payment of a purchase price in excess of \$50,000;
- (g) enter into any material joint ventures or any partnerships or establishing or acquiring any non-wholly owned subsidiaries outside the ordinary course of business;
- (h) materially change the nature of the business of the Corporation, or develop or terminate any line of business of the Corporation or any of its subsidiaries;
- (i) materially change management fees or compensation to senior executive officers or managers, individually or in the aggregate;
- (j) adopt or change any equity compensation plan (including, but not limited to, obligations to issue options, restricted stock and other equity compensation-related securities);

- (k) materially change a significant tax or accounting policy
- (l) terminate or change the independent auditor of the Corporation to the extent that the replacement auditor is not a nationally recognized accounting firm;
- (m) incur indebtedness or encumber the assets of the Corporation or its subsidiaries except for (i) indebtedness existing on the date this Amended and Restated Article of Incorporation is originally filed, (ii) capital expenditures in the ordinary course of business, but in no event will exceed, in the aggregate, \$250,000, and (iii) trade credit incurred in the ordinary course of business, but in no event will exceed, in the aggregate, \$250,000;
- (n) sell or dispose of a material portion of its assets;
- (o) issue New Securities; and
- (p) change the number of directors appointed to the Board of Directors.

ARTICLE VIII

1. ***Elimination of Certain Liability of Directors.*** A director will not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the OBCA as the same exists or may hereafter be amended. Any repeal or modification of the foregoing paragraph will not adversely affect any right or protection of a director existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

2. ***Right to Indemnification.*** The Corporation shall indemnify to the fullest extent permitted or required by the OBCA any current or former director, officer or employee of the Corporation who is made, or threatened to be made, a party to or is otherwise involved in an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation) (collectively, a "*Proceeding*"), by reason of the fact that such person is or was a director or officer of the Corporation or an administrator or fiduciary with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as an administrator or fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise (an "*Indemnitee*") against all expense, liability and loss (including attorneys' fees, judgments, fines, Employee Retirement Income Security Act of 1974 (or comparable non-U.S. law) excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; *provided, however*, that the Corporation shall indemnify any such Indemnitee in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if such Proceeding (or part thereof) was authorized by the Board of Directors. No amendment to this Article VII that limits the Corporation's obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person.