

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"/> COOPERATIVE MARKETING ASSOCIATION |
| <input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| | <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:

Rapid City, Pierre & Eastern Railroad, 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

3.1 ☒ Name in state or country of incorporation, with no changes –
Go to number 4.

3.2 ☐ Name in state or country of incorporation, *with a corporate identifier added to it* –
Enter the name in number 3.4 below.

3.3 ☐ 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.

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

N/A

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

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 12/27/2013

6. DURATION – if the duration or life period of the foreign corporation is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check the box below *and* fill in the date:

☐ The foreign corporation life period will end on this date: N/A (enter a date)

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*):

- 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.

Rapid City, Pierre & Eastern Railroad, Inc. will conduct railroad operations.

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – <i>see 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 type="checkbox"/> Yes – go to number 11 and continue. <input checked="" type="checkbox"/> No – provide the Arizona physical or street address (not a P.O. Box) below:		
The Corporation Trust Company					
Attention (optional) 1209 Orange Street			Attention (optional) 1855 West Baseline Road, Suite 200		
Address 1			Address 1		
Address 2 (optional) City	State DE	Zip 19801 Wilmington	Address 2 (optional) City	State AZ	Zip 85202 Mesa

11. STATUTORY AGENT IN ARIZONA – <i>see 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):		
C T Corporation System			N/A		
Statutory Agent Name (required)					
Attention (optional) 3800 North Central Avenue, Suite 460			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City	State AZ	Zip 85012 Phoenix	Address 2 (optional) City	State	Zip
11.3 REQUIRED – the <u>Statutory Agent Acceptance</u> 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 type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
Alfred Q. Ricotta			Mark Blyth		
Director Name 20 West Avenue			Director Name 20 West Avenue		
Address 1			Address 1		
Address 2 (optional) City	State or Province CT	Zip 06820 Darien	Address 2 (optional) City	State or Province CT	Zip 06820 Darien
Country UNITED STATES			Country UNITED STATES		
Date taking office (optional):			Date taking office (optional):		

Wendy B. Hill							
Director Name 200 Meridian Centre Boulevard, Suite 300				Director Name			
Address 1				Address 1			
Address 2 (optional) Rochester		NY	14618	Address 2 (optional)			
City		State or Province	Zip	City		State or Province	Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director 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):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input checked="" type="checkbox"/> and complete and attach the <u>Officer Attachment</u> form C085.							
John B. Ovitt				Mark Blyth			
Officer Name 1855 West Baseline Road, Suite 200				Officer Name 20 West Avenue			
Address 1				Address 1			
Address 2 (optional) Mesa		AZ	85202	Address 2 (optional) Darien		CT	06820
City		State or Province	Zip	City	UNITED STATES	State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title: President		Date taking office (optional):		Officer Title: VicePresident	
Ann P. Servatius				Wendy B. Hill			
Officer Name 200 Meridian Centre Boulevard, Suite 300				Officer Name 200 Meridian Centre Boulevard, Suite 300			
Address 1				Address 1			
Address 2 (optional) Rochester		NY	14618	Address 2 (optional) Rochester		NY	14618
City	UNITED STATES	State or Province	Zip	City	UNITED STATES	State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title: VicePresident		Date taking office (optional):		Officer Title: VicePresident	
Andrew T. Chunko				Alfred Q. Ricotta			
Officer Name 13901 Sutton Park Drive South, Suite 270				Officer Name 20 West Avenue			
Address 1				Address 1			
Address 2 (optional) Jacksonville		FL	32224	Address 2 (optional) Darien		CT	06820
City	UNITED STATES	State or Province	Zip	City	UNITED STATES	State or Province	Zip
Country				Country			
Date taking office (optional):		Officer Title: VicePresident		Date taking office (optional):		Officer Title: Secretary	

- 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 Stock Series: _____ Total: 1,000
 Class: _____ Series: _____ Total: _____

- 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 Stock Series: _____ Total: 10
 Class: _____ Series: _____ Total: _____

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

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

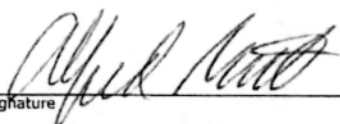
- 17. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if “professional corporation” is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:

By the signature appearing on this document, the foreign professional corporation certifies under penalty of law 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 law* that this document together with any attachments is submitted in compliance with Arizona law.


 Signature

☒ I ACCEPT

Alfred Q. Ricotta, Secretary

01/12/2021

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
I am the Chairman of the Board of Director of the corporation filing this document.	I am a duly-authorized Officer of the corporation filing this document.	I am a duly authorized Bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.	I am a incorporator , directors have not been selected or the corporation has not been formed.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: \$175.00 (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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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.

Clear Form

Print Form

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 Articles of Incorporation):

Rapid City, Pierre & Eastern Railroad, Inc.

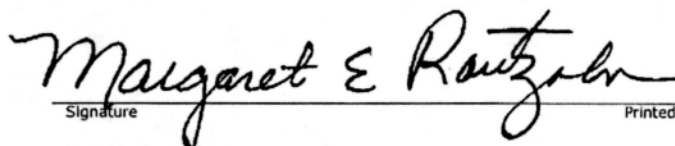
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (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.



Margaret E. Routzahn, Special Ass't Secy 01/13/2021

Signature

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.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing)

All fees are nonrefundable - see Instructions.

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

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OFFICER ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:

Rapid City, Pierre & Eastern Railroad, Inc.

2. **OFFICER CHANGE (CHANGE IN OFFICERS)** – Use one block per person -

To REMOVE an officer - list the name only of the officer being removed and check "Remove officer."

To ADD an officer - list the name and address of the officer being added and check "Add officer."

To CHANGE ADDRESS only - list the name and NEW address and check "Address change."

To CHANGE NAME of existing officer - list the current name, then the NEW name, and check "Name change."

If more space is needed, complete and attach another Officer Attachment form.

Name currently shown in ACC records Mark Blyth			Name currently shown in ACC records Jerry Vest		
NEW Name 20 West Avenue			NEW Name 716 Fairview Road		
Address 1			Address 1		
Address 2 (optional) Darien	CT	06820	Address 2 (optional) Pittsburgh	PA	15238
City UNITED STATES	State or Province	Zip	City UNITED STATES	State or Province	Zip
Country	Treasurer		Country	Other	
Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer			Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer		
Name currently shown in ACC records Catherine Pushchak			Name currently shown in ACC records Christopher Nagle		
NEW Name 20 West Avenue			NEW Name 1855 West Baseline Road, Suite 200		
Address 1			Address 1		
Address 2 (optional) Darien	CT	06820	Address 2 (optional) Mesa	AZ	85202
City UNITED STATES	State or Province	Zip	City UNITED STATES	State or Province	Zip
Country	Other		Country	Other	
Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer			Date taking office (optional) <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer		

Clear Form

Print Form

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

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Rapid City, Pierre & Eastern Railroad, Inc.**2. FELONY/JUDGMENT QUESTIONS:**

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

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-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
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 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 percent of the issued and outstanding shares or ten percent 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 Incorporator Attachment 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.

Alfred Q. Ricotta

Name

20 West Avenue

Address 1

Address 2

Darien

CT

06820

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 law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Alfred Q. Ricotta, Secretary

Printed Name

01/12/2021

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 law* 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.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: None

All fees are nonrefundable - see Instructions.

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

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAPID CITY, PIERRE & EASTERN RAILROAD, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JANUARY, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5456859 8300

SR# 20210094531

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202273970

Date: 01-12-21

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "RAPID CITY, PIERRE & EASTERN RAILROAD, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2013, AT 4:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "RAPID CITY, PIERRE & EASTERN RAILROAD, INC.".



5456859 8100H
SR# 20210094613

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202274110
Date: 01-12-21

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:45 PM 12/27/2013
FILED 04:41 PM 12/27/2013
SRV 131483510 - 5456859 FILE

CERTIFICATE OF INCORPORATION

OF

RAPID CITY, PIERRE & EASTERN RAILROAD, INC.

THE UNDERSIGNED, being a natural person for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, hereby certifies that:

FIRST: The name of the corporation (which is hereinafter referred to as the "Corporation") is Rapid City, Pierre & Eastern Railroad, Inc.

SECOND: The name and address of the registered agent in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 (ONE THOUSAND), all of which shares shall be Common Stock having a par value per share of \$0.01.

FIFTH: The name and mailing address of the incorporator is Jasmine Kaufman, c/o Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017.

SIXTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation, bylaws of the Corporation may be adopted, amended or repealed by a majority of the board of directors of the Corporation, but any bylaws adopted by the board of directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SEVENTH: (a) No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as currently in effect or as the same may hereafter be amended. Any repeal or modification of this subsection (a) of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director, officer or the Corporation existing at the time of such repeal or modification. If the General Corporation Law of the State of Delaware is amended after the filing of this Certificate of

Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

(b) The Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, claim, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against all claims, losses, liabilities, expenses (including attorneys' fees and disbursements), damages, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the fullest extent permitted under the General Corporation Law of the State of Delaware, and the Corporation may adopt bylaws or enter into agreements with any such person for the purpose of providing for such indemnification.

(c) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph (b) of this Article SEVENTH, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.


(d) Expenses (including attorneys' fees) incurred by an officer or director in defending or testifying in a civil, criminal, administrative or investigative action, claim, suit or proceeding by reason of the fact that such person is or was an officer or director of the Corporation (or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise) shall be paid by the Corporation in advance of the final disposition of such action, claim, suit or proceeding within ten business days of the Corporation's receipt of a request for advancement of such expenses from such director or officer and, to the extent required by law, upon receipt of an undertaking by or on behalf of any such director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation against such expenses as authorized by the relevant sections of the General Corporation Law of the State of Delaware, and the Corporation may adopt bylaws or enter into agreements with such persons for the purpose of providing for such advances.

(e) The indemnification permitted by this Article SEVENTH shall not be deemed exclusive of any other rights to which any person may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding an

office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

(f) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article SEVENTH or otherwise.

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Incorporation on this 27th day of December, 2013.


Jasmine Kaufman
Sole Incorporator