

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "RATIONAL PR, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "RATIONAL PR, LLC" TO "RATIONAL 360, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2023, AT 4:05 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4946293 8100V
SR# 20230569579

Authentication: 202745154
Date: 02-20-23

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

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is February 28 , 2011.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Rational PR, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Rational 360, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 14th day of February, A.D. 2023.

DocuSigned by:
By: Patrick Dorton
B92091E3ED754B1...

Name: Patrick Dorton
Print or Type

Title: CEO
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:05 PM 02/17/2023
FILED 04:05 PM 02/17/2023
SR 20230569579 - File Number 4946293

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "RATIONAL 360, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2023, AT 4:05 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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CERTIFICATE OF INCORPORATION

OF

RATIONAL 360, INC.

The undersigned, a natural person, for the purpose of incorporating a corporation under the General Corporation Law of Delaware, as amended and supplemented, hereby adopts the following Certificate of Incorporation:

ARTICLE 1 - NAME

The name of the corporation (the "Corporation") is: Rational 360, Inc.

ARTICLE 2 - REGISTERED OFFICE AND REGISTERED AGENT

The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is: 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of the Corporation's resident agent at such address is: The Company Corporation.

ARTICLE 3 - NATURE OF BUSINESS

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which a corporation may be incorporated under the General Corporation Law of Delaware.

In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE 4 - CAPITAL STOCK

(a) The total number of shares of all classes of stock which the Corporation shall have the authority to issue is One Hundred Thousand (100,000), of which (i) 30,000 shares, of the par value of \$0.01 per share, shall be denominated "Class A Common Stock", and (ii) 70,000 shares, of the par value of \$0.01 per share, shall be denominated "Class B Common Stock".

The Board of Directors is authorized to provide by resolution or resolutions for the issuance of shares of stock of any class or of any series of any class at any time and from time to time and, by filing a certificate of designations in the manner prescribed under the laws of the State of Delaware, to fix (and, if no shares of stock have been issued of a class or series of stock, amend) the voting powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions thereof which are not fixed by this Certificate of Incorporation. Unless otherwise provided in any such resolution or resolutions, the number of shares of stock of any such series to which such resolution or resolutions apply may be increased (but not above the total number of authorized shares of the class or series) or decreased (but not below the number of shares thereof then outstanding) by filing a certificate of designations in the manner prescribed under the laws of the State of Delaware.

(b) No holder of any of the shares of stock of the Corporation of any class shall be entitled, as a matter of right, to subscribe for, purchase, or otherwise acquire any shares of stock of the Corporation of any class which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of stock of the Corporation of any class or for the purchase of any bonds, notes, debentures, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of stock of the Corporation of any class; and any and all of such shares, bonds, notes, debentures, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been re-acquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors, to such persons and other entities, and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same, or any part thereof, to any said holder of stock.

(c) Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class or series of stock which is denied voting power under the provisions of this Certificate of Incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of § 242(b)(2) of Title 8 of the Delaware Code shall otherwise require; provided, however, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon an amendment to this Certificate of Incorporation to the extent the amendment increases or decreases (but not below the number of shares then outstanding) the number of authorized shares of said class and such increase or decrease shall only require the affirmative vote of the holders of a majority of the stock entitled to vote.

ARTICLE 5 - INCORPORATOR

The name and the mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Patrick Dorton	1828 L Street, NW, Suite 640 Washington, DC 20036

ARTICLE 6 - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE 7 - BOARD OF DIRECTORS

(a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall each mean the total number of directors which the Corporation would have if there were no vacancies.

(b) Voting for directors by written ballot shall not be required unless requested in writing by any stockholder.

(c) At all elections of directors of the Corporation and for the purposes of all other matters upon which stockholders are entitled to vote, each stockholder shall be entitled to as many votes as shall equal the number of shares of stock held by that stockholder. No cumulative voting shall be permitted.

(d) The names and mailing addresses of the persons who are to serve as the first Board of Directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Patrick Dorton	1828 L Street, NW, Suite 640 Washington, DC 20036

ARTICLE 8 - BYLAWS

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or (ii) by a majority of the full Board of Directors. Any change so made by the stockholders may thereafter be further changed by a majority of the full Board of Directors; provided, however, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof if, at the time of

enactment by the stockholders, the stockholders shall so expressly provide, and (B) shall not divest the stockholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

ARTICLE 9 - INDEMNIFICATION AND LIABILITY LIMITATION

(a) The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Delaware.

(b) The stockholders, officers, directors, employees and agents of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

ARTICLE 10 - STOCKHOLDERS OF RECORD

Except as may be otherwise provided by statute, the Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the Corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares, unless and until such person becomes the registered holder of such shares. The foregoing shall apply whether or not the Corporation shall have either actual or constructive notice of the claim by or the interest of such person.

ARTICLE 11 - BOOKS AND RECORDS

The books and records of the Corporation may be kept (subject to any provision contained in the statutes of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE 12 - AMENDMENTS

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, changed or repealed, and other provisions authorized or permitted by the General Corporation Law of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by the General Corporation Law of Delaware, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Delaware or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal this Certificate of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

The undersigned incorporator hereby declares, under penalty of perjury, according to the laws of Delaware, that the foregoing is true and correct.

Dated: 02/14/2023

DocuSigned by:
Patrick Dorton
B92091E3ED754B1...

Patrick Dorton, Incorporator

Initial File #: L0000056813

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF AMENDED REGISTRATION*** is hereby issued to:

Rational 360, Inc.

Effective Date: 11/29/2011

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 11/28/2023 12:12 PM

Business and Professional Licensing Administration



Rebecca Janovich

REBECCA JANOVICH
Superintendent of Corporations,
Corporations Division

Muriel Bowser
Mayor

Tracking #: lbnHSfq9



DEPARTMENT OF LICENSING AND CONSUMER PROTECTION
District of Columbia Government
Corporations Division

Amendment of Foreign Registration Statement Form FN-2, Version 4, September 2023

Use this form to amend foreign registration statement.

ENTITY TYPE	FILING FEE
Foreign Filing Entity	Refer to Corporate Fee Schedule posted online

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the foreign filing entity listed below hereby applies for a Certificate of Registration to transact business in the District of Columbia, and for that purpose submits the statement below.

1. Entity Name.
Rational 360, Inc.

2. Date of Issuance of Certificate of Foreign Registration.
11/29/2011 12:00:00 AM

3. Describe the changes to original foreign registration statement. (The following changes are allowed: entity name, type, jurisdiction of formation and principal address.)

Rational PR, LLC converted to a corporation with the name Rational 360, Inc.

4. Attach certified copy of the statement evidencing the change from Registration Authority in the State/Country of Incorporation that is not over 90 days old.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

5. Name of the Governor or Authorized Person:

PATRICK MOORE DORTON

5A. Signature of the Governor or Authorized Person

11/28/2023 12:12:15 PM **ESIGNED**

Mail all forms and required payment to:
 Department of Licensing and Consumer Protection
 Corporations Division
 PO Box 712300
 Philadelphia, PA 19171-2300

Corporate Online Services Information:
 Many corporate filings are available by using CorpOnline Service, Go to CorpOnline site at <https://corp.dlcp.dc.gov>, create a profile, access the online services main page and proceed. Online filers must pay by using a credit card.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "RATIONAL PR, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "RATIONAL PR, LLC" TO "RATIONAL 360, INC.", WAS FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2023, AT 4:05 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.




Jeffrey W. Bullock, Secretary of State

4946293 8317
SR# 20234046311

Authentication: 204656391
Date: 11-22-23

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

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

2/1/24

Patrick Darton



_____	_____	_____
_____	_____	_____
_____	_____	_____