

**AMENDED AND RESTATED**

**BY-LAWS**

**OF**

**UNIWORLD GROUP, INC.**

**AS OF DECEMBER 20, 2011**

ARTICLE I

Offices

Section 1 Offices. The registered office of the Corporation shall be in the State of Delaware, and the registered agent of the Corporation shall be United States Corporation Company. The principal office of the Corporation shall be in the State of New York. The Corporation may have offices and places of business at such other places within and without the State of Delaware as shall be determined by the Board of Directors. The books of the Corporation may be kept outside of the State of Delaware at such place or places as the Board of Directors may from time to time determine.

ARTICLE II

Stockholders

Section 1 Place of Meetings. All meetings of stockholders shall be held at such place within or without the State of Delaware as is determined by the Board of Directors.

Section 2 Annual Meeting. The Board of Directors shall fix the time and place of the annual meeting of stockholders for the purpose of electing the directors and for the transaction of such other business as may properly be brought before the meeting.

Section 3      Special Meetings. Special meetings of stockholders may be called by the Chairman or by order of the Board of Directors, and shall be called by the President or Secretary on the written request of holders of a majority of the shares of Common Stock issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting.

Section 4      Notice of Meetings. Except as is otherwise provided by law, notice of each meeting of stockholders, whether annual or special, shall be given to each stockholder not less than ten (10) nor more than sixty (60) days prior to the meeting. The notice shall state the time, place and purposes of such meeting and, in the case of special meetings, at whose discretion the notice is given. No business other than that stated in the notice shall be transacted at any meeting without the unanimous vote of all the stockholders entitled to vote thereat.

Section 5      Quorum. The holders of a majority of the outstanding shares of Common Stock of the Corporation, present either in person or represented by proxy, shall constitute a quorum at any meeting of stockholders.

Section 6      Voting. Except as otherwise provided in Article IV, when a quorum is present at any meeting of stockholders, the vote of the holders of a majority of the shares of Common Stock present in person or represented by proxy shall decide any question brought before such meeting, unless the questions is one upon which an express provision of the General Corporation Law of the State of Delaware, the- Certificate of Incorporation of the Corporation or these By-laws requires a greater vote, in which case such provision shall control.

Each stockholder entitled to vote at any meeting may vote in person or by proxy and shall have one vote for each share of stock registered in his name, but no proxy shall be voted after three (3) years from its date, unless the proxy provides for a longer period.

Section 7     Adjourned Meeting. Any meeting of stockholders may be adjourned to a designated time and place by a vote of a majority in interest of the stockholders present in person or by proxy, even though less than a quorum is so present. No notice of such an adjourned meeting need be given, other than by announcement at the meeting, and any business may be transacted which might have been transacted at the meeting as originally called.

Section 8     Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be taken, shall be signed by the holders of all the outstanding stock which would be entitled to vote. The effective date of the authorization of such action shall be deemed to be the date of the filing of the last such written consent in the minute books of the Corporation, which date shall be noted therein by the Secretary of the Corporation.

### ARTICLE III

#### Directors

Section 1     Number. The business and affairs of the Corporation shall be managed and controlled by a Board of Directors consisting of seven directors. Each director shall hold office until the annual meeting of stockholders held next after his election and until his successor shall

have been elected and shall qualify, or until his death or until he shall resign or shall have been removed. Directors need not be stockholders or United States citizens.

Section 2      Removal of Directors. Except as otherwise provided in Article IV, a director or the entire Board of Directors may be removed, with or without cause, by the holders of two-thirds of the shares of Common Stock then outstanding.

Section 3      Organization Meeting. After each annual meeting of stockholders, the Board of Directors shall meet for the purpose of organization and the transaction of other business as soon as practicable on the same day, at the place where such annual meeting is held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice, given in the same manner as hereinafter provided for special meetings of the Board of Directors, or in a consent and waiver of notice thereof signed by all the directors.

Section 4      Regular and Special Meetings. Regular meetings of the Board of Directors may be held without notice, at such times and places, either within or without the State of Delaware, as shall from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman on two (2) days' notice to each director.

Section 5      Quorum. A quorum of directors for the transaction of business shall consist of a majority of the directors then in office.

Section 6      Voting. Except as otherwise provided in Article IV, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7 Meetings via Conference Call. Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone call or similar communications equipment hook-up allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8 Action Without Meeting. Notwithstanding any other provisions of the By-laws, any action required or permitted to be taken at any meeting of the board of Directors may be taken without a meeting, if a written consent or consents to the adoption of a resolution authorizing the action is signed by the entire Board of Directors. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors. The effective date of the authorization of such action shall be deemed to be the date of the filing of the last such written consent in the minute books of the Corporation, which date shall be noted therein by the Secretary of the Corporation.

#### ARTICLE IV

##### Special Voting Requirements

Section 1 Minority Protections. Notwithstanding anything in these by-laws to the contrary, for as long as Razor Holdings Inc. ("Razor") shall own more than 10%, but less than 50.1% of the issued and outstanding shares of Class A Common Stock of the Corporation, the taking of any of the actions listed below by the Corporation shall require either (i) the affirmative vote of the holders of at least 51.1% of the issued and outstanding shares of Class A Common Stock of the Corporation entitled to vote or (ii) the affirmative vote of at least (1) Razor Director:

(a) the approval of the Corporation's annual budget prior to the commencement of the budget year as well as all major deviations therefrom (the budget approval process will consist of a review of all significant financial terms, including, without limitation, the aging of accounts receivable);

(b) any transactions, including any capital expenditure or commitment therefor, involving in excess of \$50,000 or an amount that represents a deviation of 5% or more from the Corporation's approved budget in respect of the period in which such expenditure or commitment is incurred; provided, however, that the Corporation shall be free to enter into any transaction in excess of \$50,000 in respect of media expenditures, in the ordinary course of the Corporation's business, consistent with past practice;

(c) the making of any loans by the Corporation to any individual or entity in excess of \$5,000 provided, however, that the Corporation shall be permitted to make loans to new employees in connection with the recruitment of such employees in amounts not to exceed \$10,000 per employee; and, provided, further, that any such loans permitted in this paragraph (c) shall be evidenced by a promissory note from the borrower with a term not to exceed 18 months;

(d) the creation of, or the modification of any of the terms of, any of the following financial arrangements: any security interest on any of the Corporation's assets or properties other than in the ordinary course of the Corporation's business; any guarantee by the Corporation of the obligations of any third party, whether a stockholder, director or employee of the Corporation or otherwise; or any indebtedness for borrowed money, except any borrowings in respect of media or program purchases in the ordinary course of business, so long as such purchases

are directly re-billable to clients and the aggregate outstanding amount of any such borrowings at any time does not exceed \$2,000,000;

(e) the removal of the Rasor Directors (other than at the request of Rasor);

(f) the amendment of any provision of the Corporation's Certificate of Incorporation or By-laws;

(g) any increase or decrease in the capitalization of the Corporation, including the issuance or sale of any capital stock or other securities of the Corporation, or options, warrants or obligations convertible into such capital stock or securities;

(h) subject to Section 4.6 of the Corporation's Shareholders Agreement, any action regarding the allocation of Corporation profits, including the declaration of dividends or other forms of Shareholder distributions;

(i) the sale, lease or other disposition of all or a substantial part of the Corporation's assets or business;

(j) The merger, demerger, spin-off, consolidation or amalgamation of the Corporation with and into another corporation or entity, or of any other corporation or entity with and into the Corporation;

(k) the liquidation, winding up or dissolution of the Corporation;

(l) the opening or closing of an additional office or agency;

(m) the entering into any line of business other than the normal business activities of the Corporation and related activities;

(n) the entering into of any real property lease (on significantly different terms than the Corporation's current property lease) or purchase of real property or commitment to construct real property;

(o) the entering into, renewal or material amendment (including any amendment to the consideration to be paid) of any transaction between the Corporation and Lori-Laine Enterprises LLC or any director or officer of the Corporation or any company affiliated with Lori-Laine Enterprises LLC or any director or officer of the Corporation;

(p) any increase in the compensation payable to Monique L. Nelson and the adoption or amendment of any profit sharing or other employee benefit plan;

(q) any amendment or modification of the employment agreements between the Corporation and Monique L. Nelson and between the Corporation and certain key employees;

(r) the promotion, hiring or firing of the top five executives of the Corporation, including, without limitation, the hiring or promotion of any individual to serve as Chief Executive Officer of the Corporation or to assume the duties historically performed by Monique L. Nelson in her capacity as Chief Executive Officer of the Corporation; and

(s) selection of the Corporation's independent public accountants other than any of the five largest accounting firms in the United States in terms of gross revenues.

ARTICLE V

Officers

Section 1 Officers. The officers of the Corporation shall be a Chief Executive Officer, a Chairman of the Board, a President, one or more Vice Presidents, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors of the Corporation. Each officer of the Corporation shall hold office until his successor shall have been duly chosen and qualified, or until his death, resignation or removal. Except for the offices of President and Secretary, any two or more offices may be held by one person. Any vacancy occurring in any office shall be filled by the Board of Directors.

Section 2 Duties. The Chief Executive Officer of the Corporation; shall preside at all meetings of the stockholders and of the Board of Directors; shall have general supervision, direction and control of the business of the Corporation and the other officers and employees of the Corporation; and shall have the power to execute documents and sign checks on behalf of the Corporation. The President shall have such powers and duties as may be assigned by the Chief Executive Officer or the Board of Directors. The other officers of the Corporation shall have the usual powers and duties of their offices and such other powers and duties as may be assigned by the Chief Executive Officer or the Board of Directors.

Section 3 Other Officers. The Board of Directors may appoint such other officers and agents with such powers and duties as it shall deem necessary.

Section 4     Removal of Officers. Any officer may be removed from office, with or without cause by a vote of a majority of the directors present at any meeting at which a quorum is present.

ARTICLE VI

Miscellaneous

Section 1     Dividends and Reserves. The Board of Directors may declare dividends and may set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and may reduce or eliminate any such reserve. Dividends may be paid in cash, in property, or in shares of stock.

Section 2     Regulations. The Board of Directors may make such rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates for shares of Common Stock of the Corporation.

Section 3     Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation and the words and figures "CORPORATE SEAL, 1969, DELAWARE".

Section 4     Checks, Drafts and Notes. All checks and notes of the Corporation shall be signed, and all checks, notes, drafts, bills of exchange and orders for the payment of money shall be endorsed for collection or deposit, in such manner as the Board of Directors may from time to time determine.

Section 5     Depositories. The funds of the Corporation shall be deposited in such banks or trust companies, and check drawn against such funds shall be signed in such manner, as may be determined from time to time by the Board of Directors.

Section 6     Notice and Waiver of Notice. Whenever under the provisions of the By-laws any notice is required to be given, such notice, unless otherwise required by law or by the By-laws, may be communicated to the person entitled thereto in any manner selected by the Board of Directors, including notice given personally or by telephone, telegraph, cable, or mailing, and such notice shall be deemed to be given at the time of such mailing, telegraphing or cabling. Any notice required to be given under these By-laws may be waived in writing by the person entitled thereto, whether before or after the time state therein.

Section 7     Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each year.

Section 8     Record Date. The Board of Directors may fix a date, not more than sixty (60) days nor less than ten (10) days in advance, as the record date for the determination of stockholders entitled to receive notice of, or to vote at, any meeting of stockholders, or to consent to any proposal without a meeting, or for the purpose of determining stockholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action.

If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next

preceding the day on which the meeting is held. The record date determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourning meeting.

Section 9 Certificate of Stock. Certificates of stock, numbered and with the seal of the Corporation affixed, signed by the President or Vice-President, and the Treasurer or an Assistant Treasurer or Secretary of an Assistant Secretary, shall be issued to each stockholder certifying the number of shares owned by him.

Section 10 Lost Certificates. A new certificate of stock may be issued in place of any certificate theretofore issued by the Corporation, alleged to have been lost or destroyed, and the directors may, in their discretion, require the owner of the lost or destroyed certificate or his legal representatives, to give the Corporation a bond, in such sum as they may direct, not exceeding double the value of the stock, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss of any such certificate, or the issuance of any such new certificate.

Section 11 Transfer of Shares. The shares of stock of the Corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates shall be surrendered to the Corporation by the delivery thereof to the person in charge of stock and transfer books and ledgers, or to such other person as the directors may designate by whom they shall be cancelled,

and new certificates shall thereupon be issued. A record shall be made of each transfer and whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

Section 12 Closing of Transfer Books. The Board of Directors shall have power to close the stock transfer books of the Corporation for a period not exceeding sixty days preceding the date of any meeting of stockholders or the date for payment of any dividend or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect; provided, however, that in lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date, not exceeding sixty days preceding the date of any meeting of stockholders or the date for the payment of any dividend or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholder entitled to receive payment of any such dividends or to any such allotment of rights or to exercise the rights in respect of any such change, conversion, or exchange of capital stock, and in such case such stockholders only as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividend or to receive such allotment of rights or to exercise such rights, as the case may be notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

ARTICLE VII

Amendments

Section 1 Amendments. Except as otherwise provided in Article IV, these By-laws may be altered, amended or repealed or new By-laws may be adopted by a vote of the holders of a majority of the shares of Common Stock issued and outstanding, or by the vote of a majority of the entire Board of Directors.

ARTICLE VIII

Effective Date

Section 1 Effective Date. The By-Laws shall become effective as of the Closing Date (as defined in the certain Common Stock Subscription Agreement of even date herewith by and between the Corporation and Lori-Laine Enterprises LLC).

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "UNIWORLD GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A. D. 2011, AT 12:07 O'CLOCK P.M.


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

0722830 8100

111314398

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9243267

DATE: 12-20-11

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:20 PM 12/20/2011  
FILED 12:07 PM 12/20/2011  
SRV 111314398 - 0722830 FILE

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**UNIWORLD GROUP, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Uniworld Group, Inc., which is the name under which the Corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is July 31, 1969.

2. The Certificate of Incorporation of the Corporation as heretofore amended, is further amended as follows:

— (a) Article "FOURTH" is amended to create an additional class of capital stock and to set forth the rights and preferences with respect to each class of capital stock thereto.

In order to effect the foregoing, Article FOURTH is hereby amended to read as follows:

"FOURTH: The total number of shares of stock which the Corporation is authorized to issue is one million nine hundred (1,900,000), consisting of seven hundred and fifty thousand (750,000) shares of Common Stock, par value \$0.01 per share, which shall be designated the "Class A Voting Common Stock", seven hundred and fifty thousand (750,000) shares of Common Stock, par value \$0.01 per share, which shall be designated the "Class B Non-Voting Common Stock" and four hundred thousand (400,000) shares of Common Stock, par value \$0.01 per share which shall be designated the "Class C Voting Common Stock".

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The Board of Directors shall have the right to issue the shares of stock of the Corporation and to fix by resolution or resolutions the powers, preferences and rights, and the qualifications, limitations or restrictions, of any series thereof."

3. The provisions of the certificate of incorporation of the Corporation as heretofore amended and/or supplemented, and as herein amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Restated Certificate of Incorporation of Uniworld Group, Inc. without any further amendments other than the amendments herein certified and without any discrepancy between the provisions of the certificate of incorporation as heretofore amended and supplemented and the provisions of the said single instrument hereinafter set forth.

4. The amendment and the restatement of the certificate of incorporation herein certified have been duly adopted by the stockholders in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

5. The certificate of incorporation of the Corporation, as amended and restated herein, shall at the effective time of this restated certificate of incorporation, read as follows:

**"RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**UNIWORLD GROUP, INC.**

**FIRST:** The name of the Corporation is Uniworld Group, Inc.

**SECOND:** The registered office of the Corporation is to be located at 2711 Centerville Road, Ste, 400, Wilmington, in the County of New Castle, State of Delaware 19808. The name of its registered agent at that address is United States Corporation Company.

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

**FOURTH:** The total number of shares of stock which the Corporation is authorized to issue is one million nine hundred (1,900,000), consisting of seven hundred and fifty thousand (750,000) shares of Common Stock, par value \$0.01 per share, which shall be designated the "Class A Voting Common Stock", seven hundred and fifty thousand (750,000) shares of Common Stock, par value \$0.01 per share, which shall be designated the "Class B Non-Voting Common Stock" and four hundred thousand (400,000) shares of Common Stock, par value \$0.01 per share which shall be designated the "Class C Voting Common Stock.

The Board of Directors shall have the right to issue the shares of stock of the Corporation and to fix by resolution or resolutions the powers, preferences and rights, and the qualifications, limitations or restrictions, of any series thereof.

**FIFTH:** The Corporation is to have perpetual existence.

**SIXTH:** The private property or assets of the stockholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless otherwise provided by the By-laws of the Corporation.

EIGHTH: Unless otherwise agreed to by the stockholders, the number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the By-laws of the Corporation. None of the directors need be a stockholder or a resident of the State of Delaware.

NINTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized, without first receiving the assent of the stockholders, to:

(a) Make, amend, alter, change, add to or repeal the Bylaws of the Corporation;

(b) Authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

(c) Set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created;

(d) Adopt from time to time By-law provisions with respect to indemnification of directors, officers, employees, agents, and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law;

(e) Determine from time to time whether, to what extent, at what times and places, and under what conditions, the books and accounts of the Corporation (other than the record of stockholders) or any of them, shall be open to inspection by stockholders; and

(f) Exercise all such powers and do all such acts and things, in addition to the powers and authorities herein or by statute expressly conferred upon them, as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the laws of the state of Delaware, of this Certificate of Incorporation and of any By-laws from time to time made by the Stockholders; provided, however, that non By-law so made shall invalidate any prior act of the directors which would have been valid if such By-law had not been made.

TENTH:

(a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that

he or she, or a person of whom he or she is the legal representative, is or was a director of the Corporation or, if he or she, or the person of whom he or she is the legal representative, while a director of the Corporation, is or was serving at the request of the Corporation as a director of an officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director of the Corporation or in any other capacity on behalf of the Corporation while serving as a director of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fee, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (c) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director in his or her capacity as a director (and not in any other capacity in which service was or

is rendered by such person while a director, including without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is not further right to appeal, that such director is not entitled to be indemnified for such expense under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to officers, employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors.

(c) If a claim under paragraph (b) of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of

Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(d) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.


(e) The Corporation may maintain insurance, at its expense, to protect itself and any director of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

ELEVENTH: The books of the Corporation may be kept 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, subject to any provision contained in the statutes.

TWELFTH: The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges, and discretionary authority granted or conferred herein upon stockholders or directors are granted subject to this reservation.

**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
5/26/2026	Monique Nelson	
_____	_____	_____
_____	_____	_____
_____	_____	_____