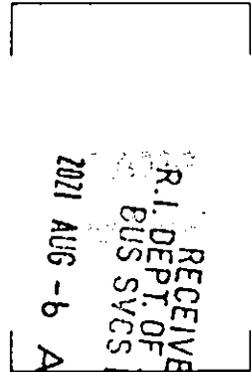


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State of Rhode Island
Department of State - Business Services Division



Articles of Incorporation
DOMESTIC Business Corporation

→ Filing Fee: \$230.00 minimum

The undersigned, acting as incorporator(s) of the corporation under RIGL 7-1.2-202, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: Zim Acquisition Corp.		
Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
2. The total number of shares which the corporation has the authority to issue is: (Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)		
Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
5,000	Common	\$0.0001
If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2. State any provisions here (optional): Check the box to indicate an attachment <input type="checkbox"/> The shares of common stock have unlimited voting rights.		
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Unisearch, Inc.		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.		

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED ←
 AUG 06 2021
 BY Ch H-IPVP
 9:06

5. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See the attached.

Check the box to indicate an attachment

6. The name and address of each incorporator is:

Name Mick Harris	Address 888 SW Fifth Avenue, Suite 1600	
City/Town Portland	State OR	Zip Code 97204
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

7. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

- Date received (Upon filing)
- Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator Mick Harris	Date August 5, 2021
Signature of Incorporator <i>Mick Harris</i>	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
ZIM ACQUISITION CORP.

5. Additional provisions, if any.

I.

Any action required or permitted to be taken at a meeting of shareholders by the Act, these Articles of Incorporation, or the Corporation's bylaws (the "Bylaws") may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote on the action if the shareholders who consent would be entitled to cast at least the minimum number of votes that would be required to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting in person or by proxy.

II.

No director will be personally liable to the Corporation or any of its shareholders for monetary damages for breach of a fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 7-1.2-811 of the Act, or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article II will not adversely affect any right or protection of a director existing at the time of the repeal or modification with respect to acts or omissions occurring before the repeal or modification.

III.

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by the Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of a Proceeding) or advancement of expenses not paid in full, the Corporation must indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by the Covered Person only if the Board authorized the Covered Person commencing the Proceeding (or part thereof). Any repeal or modification of this Article III will not adversely affect any right or protection of a Covered

Person existing at the time of the repeal or modification with respect to acts or omissions occurring before the repeal or modification.

IV.

A. Subject to any additional vote required by these Articles of Incorporation or the Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws.

B. The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws.

C. Elections of directors need not be by written ballot unless the Bylaws provide otherwise.

D. Meetings of shareholders may be held within or without the State of Rhode Island, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Rhode Island at the place or places as may be designated from time to time by the Board or in the Bylaws.

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State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this
office on this day:

August 06, 2021 09:06 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

