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2023 MAY 30 PM 2:47

GoPeer, Inc.  
8860 East Chaparral Road  
Suite 100  
Scottsdale AZ 85250

May 26, 2023

State of Rhode Island  
Department of State – Business Services Division  
148 River Street  
Providence RI 02904-2615

Re: GoPeer, Inc.  
RI Entity # 001710716

To Whom It May Concern:

GoPeer, Inc. (the "Corporation") is a Delaware Corporation and was incorporated on February 19, 2020. It qualified to do business in Rhode Island on February 19, 2020.

On August 19, 2022, the Corporation filed an Amended Certificate of Incorporation and Restated Certificate of Incorporation reducing its authorized stock from 20,000,000 common shares, par value \$0.0001, to 1,000 common shares of no par value.

Attached is a copy of the Amended and Restated Certificate of Incorporation of the Corporation certified by the Delaware Secretary of State. Please update your records accordingly.

Thank you.

GOPEER, INC.

By



David S. Alderslade  
Treasurer, Chief Financial Officer and  
Executive Vice President

FILED

MAY 30 2023

2:47

BY 57227


# Delaware

The First State

Page 1

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 "GOPEER, INC.", FILED IN  
THIS OFFICE ON THE NINETEENTH DAY OF AUGUST, A.D. 2022, AT 4:31  
O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

7859763 8100  
SR# 20223313898

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

Authentication: 204206462  
Date: 08-19-22

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**GOPEER, INC.**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:31 PM 08/19/2022  
FILED 04:31 PM 08/19/2022  
SR 20223313898 - File Number 7859763

**FIRST:** The name of the corporation is GoPeer, Inc. (the "Corporation").

**SECOND:** The registered office of the Corporation in the State of Delaware is located at 874 Walker Road, Suite C, Dover, Delaware 19904, in the County of Kent. The name of its registered agent at such address is United Corporate Services, Inc.

**THIRD:** 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 corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares which the Corporation shall have authority to issue is 1,000, all of which are to be common stock with no par value.

**FIFTH:** In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the bylaws of the Corporation in any manner not inconsistent with law or this Certificate of Incorporation; provided, however, that the stockholders of the Corporation entitled to vote shall retain the power to adopt additional bylaws and may alter or repeal any bylaw of the Corporation, whether adopted by them or otherwise.

**SIXTH:** Elections of directors need not be by written ballot, unless the bylaws of the Corporation so provide.

**SEVENTH:** The books and records of the Corporation may be kept, subject to any provision of the laws 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 of the Corporation or in the bylaws of the Corporation.

**EIGHTH:** Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors,


and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

**NINTH:** The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified 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 such person, or a person for whom such person 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, limited liability company, 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 such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

**TENTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or any amendment hereof in the manner now or hereafter prescribed by law, and all rights conferred on the stockholders, directors and any other persons pursuant to this Certificate of Incorporation as in effect from time to time are subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer, the 19<sup>th</sup> day of August, 2022.

GOPEER, INC.

BY    
 DocuSigned by:  
D9C5D0301F9746B...  
Adam Klaber  
Vice Chairman and Chief Operating Officer