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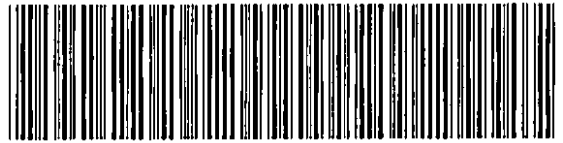
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2019 NOV 27 AM 09:59  
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NOV 27 2019  
MISSISSIPPI

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 063401 4338768

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : November 26, 2019

ORDER TIME : 12:45 PM

ORDER NO. : 063401-005

CUSTOMER NO: 4338768

DOMESTIC AMENDMENT FILING

NAME: VOLOGY, INC.

EFFECTIVE DATE: 11/26/2016 @ 12:03 PM

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT**  
**TO**  
**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**VOLOGY, INC.,**  
**A FLORIDA CORPORATION**

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FALL...  
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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Law, Vology, Inc. (the "Corporation") adopts the following amendment to the Second Amended and Restated Articles of Incorporation of the Corporation (the "Articles of Incorporation"):

Article 4, Part B of the Articles of Incorporation is hereby amended to delete Section 4.1 in its entirety and replace it as follows:

**\*4.1 Liquidation Preferences.** Upon any liquidation, dissolution or winding up of the Corporation (a "**Liquidity Event**"), whether voluntary or involuntary, the Corporation shall make distributions to its shareholders of all cash and other assets of the Corporation legally available for distribution in the following order and priority:

(a) First, ratably and *pari passu* among the holders of the Series B Preferred Stock and the Series A-1 Preferred Stock until the holders of the Series B Preferred Stock and the Series A-1 Preferred Stock, respectively, have received under this Section 4.1(a) an aggregate amount per share equal to all accrued but unpaid dividends thereon (including all dividends that were previously added to the Series B Base Amount and the Series A-1 Base Amount of such share, respectively), whether or not declared.

(b) Second, ratably and *pari passu* among the holders of the Series B Preferred Stock and the Series A-1 Preferred Stock until the holders of the Series B Preferred Stock and the Series A-1 Preferred Stock, respectively, have received under this Section 4.1(b) an amount per share equal to the Original Series B Purchase Price and the Original Series A-1 Purchase Price of such share, respectively.

(c) Third, ratably among the holders of the Common Stock and the holders of the Series A-1 Convertible Preferred Stock (treating each share of Series A-1 Convertible Preferred Stock as the number of shares of Common Stock into which it is then convertible).

For the avoidance of doubt, if, upon a Liquidity Event, the assets to be distributed pursuant to paragraphs (a) or (b) of this Section 4.1 shall be insufficient to permit payment to the applicable holders of Capital Stock their full liquidation amounts required by such paragraph, then all of the assets of the Corporation then remaining shall be distributed ratably to such holders in proportion to the full liquidation amounts that would otherwise be payable under such paragraph and following the priorities listed above. The aggregate payments in respect of a share of Series A-1 Preferred Stock or Series B Preferred Stock under

this Section 4 is sometimes referred to as its “**Series A-1 Liquidation Value**” or “**Series B Liquidation Value**.” respectively.”

These Articles of Amendment were adopted on November 22, 2019 to be effective on November 26, 2019 as of 12:03 p.m. Eastern Standard Time.

The amendment was approved by the shareholders through voting groups. The number of votes cast for the amendment was sufficient for approval by the shareholders of Series B Preferred Stock. The number of votes cast for the amendment was sufficient for approval by the shareholders of Series A-1 Preferred Stock. The number of votes cast for the amendment was sufficient for approval by the shareholders of Series A-1 Convertible Preferred Stock and Common Stock.

Date: November 26, 2019

VOLOGY, INC.

BY:  \_\_\_\_\_

NAME: Steve Torres

TITLE: Chief Financial Officer