

STATE OF ALABAMA

20130110000013500 1/13 \$56.00  
Shelby Cnty Judge of Probate, AL  
01/10/2013 10:17:09 AM FILED/CERT

**DOMESTIC ENTITY CONVERSION TO  
REGISTERED FOREIGN ENTITY**

**PURPOSE:** In order to change a domestic entity (any entity formed in Alabama) to a registered foreign entity (an entity formed outside of Alabama and desiring to transact business in Alabama), the entity must deliver the documentation in this form pursuant to 10A-1-8.04(a)(2), Code of Alabama 1975.

**INSTRUCTIONS:** Mail two (2) signed copies of the completed Conversion/Registration package, the standard filing fee of \$175.00 or the expedited filing fee of \$275.00 (credit card, check, or money order) to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616**, and a check or money order made out to the Judge of Probate in the county where the converting/terminating domestic entity's formation documents were recorded (contact the Office of the Judge of Probate for the county fees). The Secretary of State will file, certify, and transmit the copy and funds to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion/Registration will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored. If you desire a stamped copy returned to you, supply a third copy and a pre-addressed postage paid return envelope.

**This form must be typed or laser printed.**

**Faxed and emailed transmissions will not be acknowledged, processed, or returned.**

**1. Information on the converting domestic entity (entity will cease to exist as an Alabama Domestic Entity at conversion/termination):**

Alabama Entity ID number of converting entity: 261-503 (Format 000-000) \* This is not a tax id number or federal employer id number. This number is required to process the filing.

**\*INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity - this verification step is strongly recommended.

The name of the converting/terminating domestic entity as currently recorded with the Secretary of State of Alabama:

E-MEALZ, INC.

County Probate Office in Alabama where the formation documents/articles of this domestic entity were recorded and where the conversion/termination document will be forwarded by SOS: Shelby

**Secretary of State  
State of Alabama**

I hereby certify that this is a true and complete  
copy of the document filed in this office on

DATE:

12/28/12  
1/3/13

*Beth Chapman*

This Document was prepared by: *W. Todd Carisle*  
Secretary of State

W. Todd Carisle

Sirote & Permutt, P.C.

2311 Highland Avenue South

Suite 500

Birmingham, Alabama 35205

Alabama  
Sec. Of State  
Entity Change D/C  
261-503  
Date 12/28/2012  
Time 17:00  
121231  
File \$175.00  
Ackn \$.00  
Exp \$100.00  
Total \$275.00  
06/000

(For SOS Office Use Only)

(For County Probate Court Office Use Only)



## DOMESTIC ENTITY CONVERSION TO REGISTERED FOREIGN ENTITY

2. **Information on the converted foreign entity(formed/created on conversion) – this entity will be registered as an authorized foreign entity in the State of Alabama:**

Converted entity will be (check one):

- |                                                                         |                                                                       |
|-------------------------------------------------------------------------|-----------------------------------------------------------------------|
| <input checked="" type="checkbox"/> Business Corporation                | <input type="checkbox"/> Limited Partnership (LP)                     |
| <input type="checkbox"/> Nonprofit Corporation                          | <input type="checkbox"/> Limited Liability Limited Partnership (LLLP) |
| <input type="checkbox"/> Professional Corporation (PC)                  | <input type="checkbox"/> Employee Cooperative Corporation             |
| <input type="checkbox"/> Limited Liability Company (LLC)                | <input type="checkbox"/> Real Estate Investment Trust                 |
| <input type="checkbox"/> Registered Limited Liability Partnership (LLP) |                                                                       |

3. The name of the new foreign entity resulting from this conversion:

Emeals, Inc.

The name must conform to the name requirements detailed in *Code of Alabama 1975* Title 10A, Chapter 1, Article 5 (see attached filing information sheet for details).

4. If the name in item number 3 above is identical to the name in item number 1 above, or if only the entity identifier (i.e., Inc., LLC, LP, etc.) changes, no name registration certificate is required. If, however, the name differs in any way other than the identifier a name registration certificate issued by the Office of the Alabama Secretary of State must be attached to this filing instrument (Name Registration can be obtained online under Business Services at [www.sos.alabama.gov](http://www.sos.alabama.gov)).

5. Street (**No PO Boxes**) Address of principal office of new foreign/converted entity: \_\_\_\_\_

2105 Devereux Circle, Suite 201, Birmingham, AL 35243

Mailing Address (if different) \_\_\_\_\_

6. The foreign entity has been filed in the public office of (name of agency and street address):

Secretary of State of Delaware -- Division of Corporations

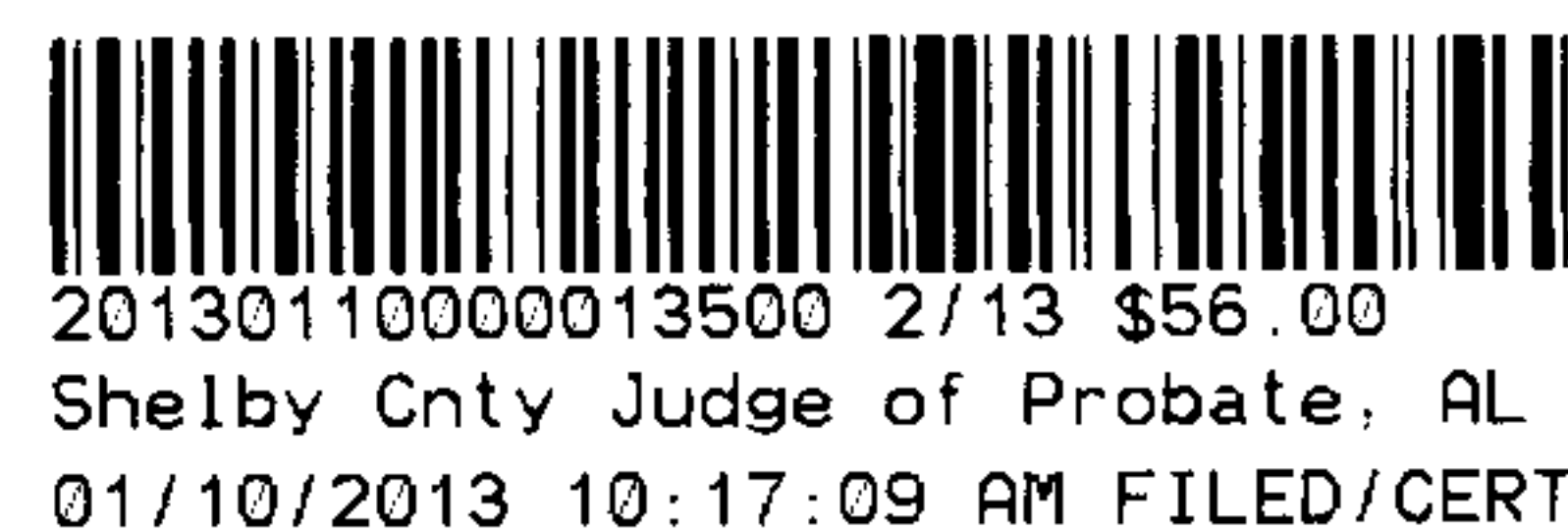
John G. Townsend Building

401 Federal Street, Suite 4

Dover, DE 19901

of State/ Country: Delaware

7. A certified copy of the filed conversion certificate/formation document for the new jurisdiction must be attached (evidences compliance with 10A-1-8.04(a)(1)). The document must include the formation document for corporations. If the conversion document is filed in the foreign jurisdiction is dated more than one year prior to the filing date/receipt by the Alabama Secretary of State of this document, you must provide a current certificate of existence or good standing if the entity is a Limited Partnership, Limited Liability Partnership, or Limited Liability Limited Partnership.





## DOMESTIC ENTITY CONVERSION TO REGISTERED FOREIGN ENTITY

8. Name of registered agent for service of process in Alabama (must be an individual who is a resident of Alabama or an entity registered to do business in the state and maintaining a physical location within Alabama):

Barbara Jane DeLaney

If an entity is indicated you must provide the entity's Alabama Entity ID Number (see page 1 for search instructions or obtain the number from the entity): \_\_\_\_\_ - \_\_\_\_\_ (Format 000-000)

9. Street (**No PO Boxes**) Address of registered office (**MUST be physically located in Alabama**):

2105 Devereux Circle, Suite 201, Birmingham, AL 35243

Mailing Address in Alabama (if different) \_\_\_\_\_

10. If the converted entity is one in which one or more owners lack limited liability protection, a statement that each owner of the converting entity who is to become a owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01 is attached.
11. The undersigned certify that the conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01) and that the information included in or attached to this conversion form are true and correct.
12. The converted foreign entity agrees to promptly pay to dissenting owners of the domestic entity that is a party to the conversion/termination of the domestic entity the amount, if any, to which they are entitled under Alabama Law (*Code of Alabama 1975*, 10A-1-8.04).
13. The converted foreign entity consents that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of the converted/terminated Alabama domestic entity may be made by registered mail addressed to the principal address of the surviving entity provided in this document or by any method provided by the Alabama Rules of Civil Procedure. Also, any notice or demand required or permitted by law to be served on the domestic entity terminated by this conversion may be served on the surviving or resulting foreign entity by registered mail addressed to the principal office of the surviving entity as provided in this document or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedures for the process of service.
14. The undersigned certify that signatures are in accordance with the requirements of 10A-1-4.01 of the *Code of Alabama 1975*.
15. **This conversion shall become effective at close of business on December 31, 2012 (the "Effective Date")** (*Code of Alabama 1975*, 10A-1-4.12).

12/27/2012

Date

Barbara Jane DeLaney, President

Typed Name and Title of Signature Below

Barbara Jane DeLaney  
Signature

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DOMESTIC ENTITY CONVERSION TO REGISTERED FOREIGN ENTITY

**Secretary of State Payment Option Sheet:** If you do not send an acknowledgement copy and a pre-addressed postage paid envelope with the filing, you will not receive a credit card or prepaid account receipt from the Secretary of State's Office. Hold for pickup request will have the receipt attached. Office personnel will not be able to search credit card or prepaid account transactions to help you balance your accounts. Please do not use these options if you have problems collecting receipts from your filing agents. The document of record will be stamped showing the receipt of the filing fee and expedite fee but no copy or convenience fees.

Information MUST be typed or laser printed on a computer.

Converting Entity Alabama Entity ID Number: 261-503 (Format 000-000) 261 - 503

Service Requested: X \$175.00 Conversion/Foreign Registration filing fee  
X \$100.00 Expedited Processing fee (must be included with initial filing - we will not be able to pull the filing to upgrade to expedited processing - to make an informed decision check our current status as instructed in the 5th page of the filing document)

Hold at Front Desk for Pick-up for: (Service providers who run couriers for pick-up)

X Check is attached - Please make one check payable for the total amount of the fees (i.e., \$275 if you are requesting expedited service) to the Alabama Secretary of State.

Charge fees to prepaid account: Account Number and Account Name

Typed Name & Signature of Authorized Individual on Account

Credit Card Type: (Visa, MC, Discover & AmEx)

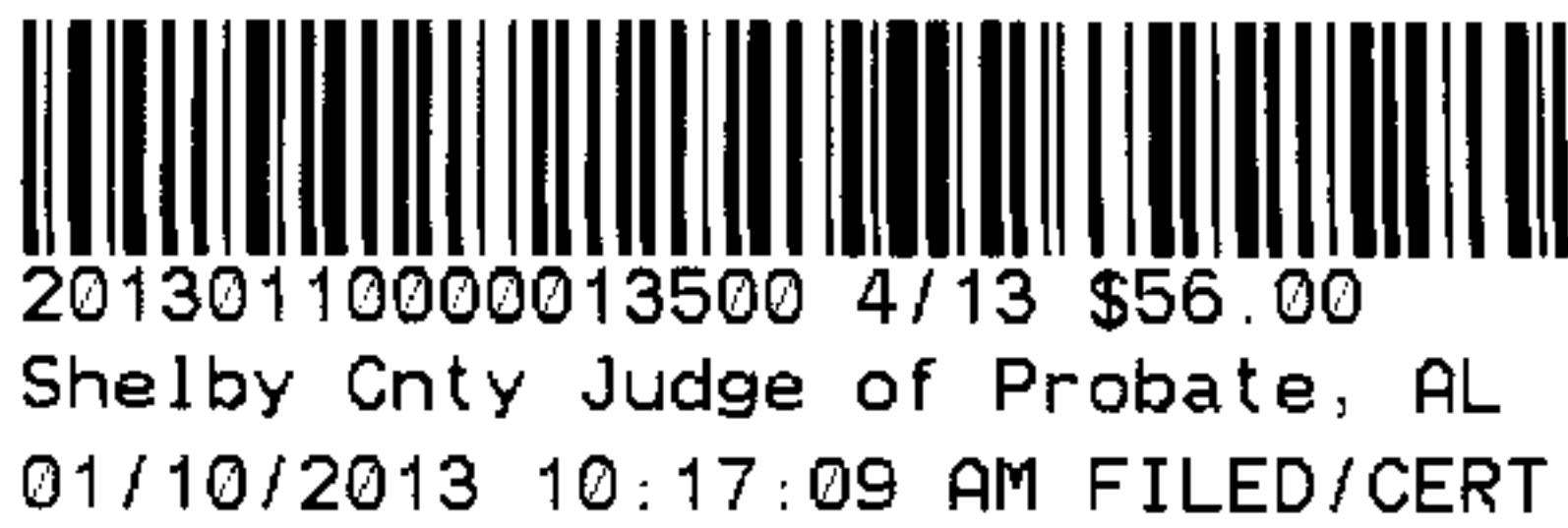
Card Number: Expiration Mo/Yr: / (MM/YY)

Card Holder Name:

Complete Billing Address: Street or PO

City State Zip

Signature of Card Holder: MUST be Signature of Card Holder





Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is registered as available:

**Emeals, Inc.**

This foreign business corporation was formed in Delaware as Emeals, Inc. and is  
for the exclusive use of Carolyn P. Jett, 2311 Highland Ave S Suite 500,  
Birmingham, AL 35205 for a period of one year beginning December 27, 2012  
and expiring December 27, 2013.

**In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.**

12/27/2012

**Date**

*Beth Chapman*

144-301

**Beth Chapman**

**Secretary of State**



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# Delaware

PAGE 1

*The First State*

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 AN ALABAMA CORPORATION UNDER THE NAME OF "E-MEALZ, INC." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "E-MEALZ, INC." TO "EMEALS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2012, AT 1:17 O'CLOCK P.M.

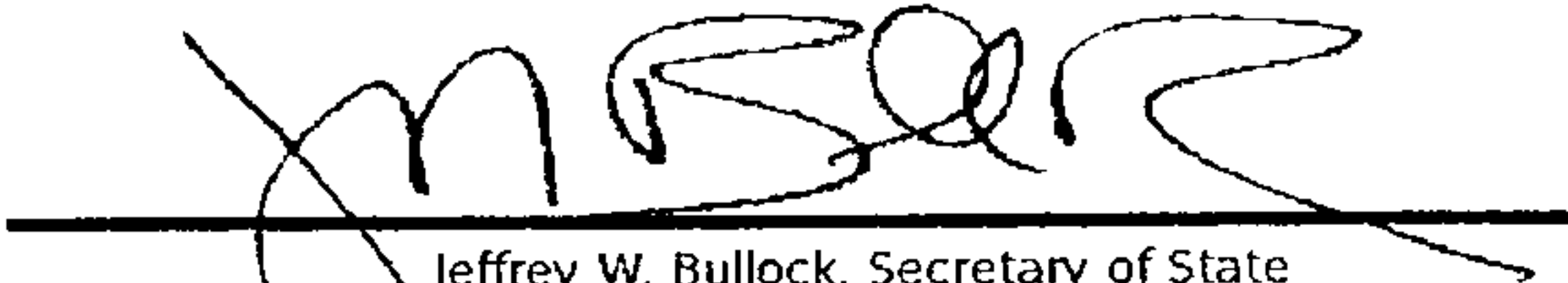
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5266483 8100V

121395466



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0101664

DATE: 12-27-12

  
20130110000013500 6/13 \$56.00  
Shelby Cnty Judge of Probate, AL  
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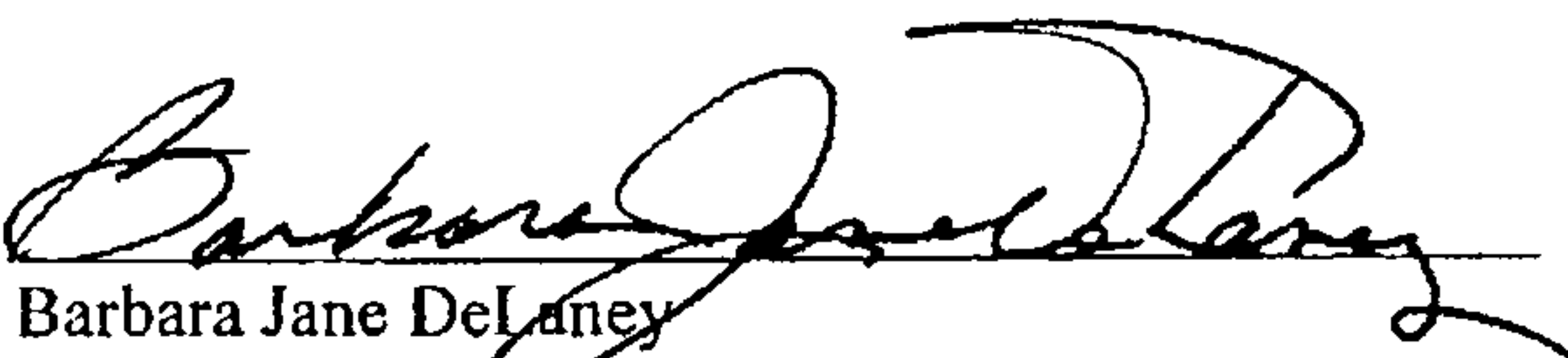


STATE OF DELAWARE

CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Alabama.
- 2.) The jurisdiction immediately prior to filing this Certificate is Alabama.
- 3.) The date the Non-Delaware Corporation first formed is July 15, 2009.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is E-MEALZ, INC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Emcals, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 27th day of December, 2012, A.D.

By:   
Barbara Jane DeLaney  
President of E-MEALZ, INC.



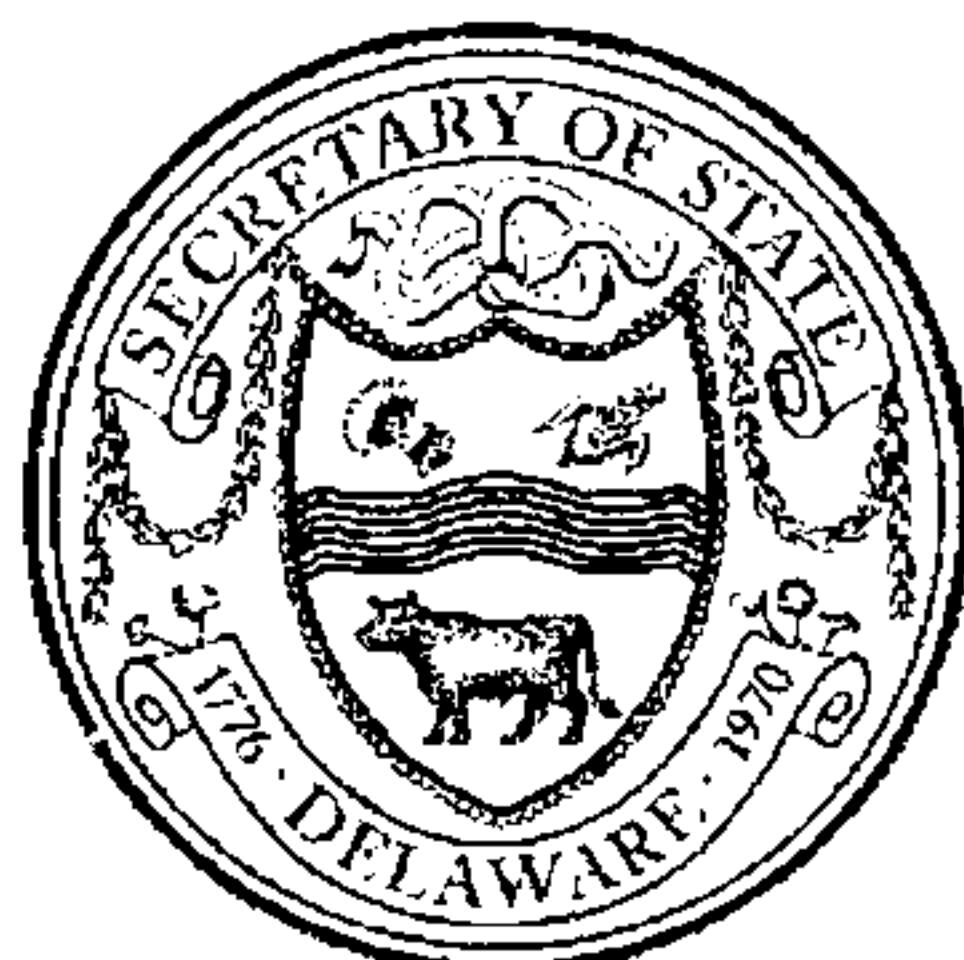
# Delaware

PAGE 2

## The First State

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 CERTIFICATE OF INCORPORATION OF "EMEALS, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2012, AT 1:17 O'CLOCK P.M.

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



5266483 8100V

121395466

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0101664

DATE: 12-27-12



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**Certificate of Incorporation**

**Of**

**Emeals, Inc.**

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is Emeals, Inc. (the "Corporation").

**ARTICLE II**  
**REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware, Zip Code 19801, and the name of the registered agent is The Corporation Trust Company.

**ARTICLE III**  
**PURPOSES**

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the DGCL. The Corporation is to have perpetual existence.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue shall be Two Thousand, (2,000), divided into One Thousand (1,000) shares of Common of the par value of \$1.00 per share (the "Common Stock") and One Thousand (1,000) shares of Class A Common Nonvoting of the par value of \$1.00 per share (the "Class A Common Nonvoting Stock"), constituting a total authorized capital of Two Thousand and 00/100 Dollars (\$2,000.00). The designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

(a) Voting Rights. The holders of the Common Stock of the Corporation issued and outstanding, except as otherwise provided by law, shall have and possess the exclusive right to notice of stockholders' meetings and exclusive voting rights and powers, and the holders of all other shares which shall include, but not be limited to, the holders of the Class A Common Nonvoting Stock, shall not be entitled to any notice of the stockholders' meetings or to vote upon the election of Directors or upon any question affecting the management or affairs of the Corporation, except where such notice or vote is required by law.

(b) Dividends. The holders of the Common Stock and the Class A Common Nonvoting Stock shall be entitled to such dividends as the Board of Directors may declare, payable at such times as the Board of Directors may determine, without preference or priority of one class of shares over the other, in proportion to their respective holdings of such shares.



(c) Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets and funds of the Corporation shall be divided and be paid to the holders of the Common Stock and the Class A Common Nonvoting Stock, without preference or priority of one class over the other, in proportion to their respective holdings of such shares.

ARTICLE V  
NAME AND ADDRESS OF INCORPORATOR

The name of the incorporator is Barbara Jane DeLaney, and the address of the incorporator is 2105 Devereux Circle, Suite 201, Birmingham, Alabama 35243.

ARTICLE VI  
LIMITATION OF LIABILITY OF DIRECTORS

Section 1. 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 DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

Section 2. If the DGCL is amended after the date hereof to authorize action by corporations organized pursuant to the DGCL to further eliminate or limit 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 DGCL, as amended. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII  
INDEMNIFICATION

Section 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or



officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this Article VII, Section 1 has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this Article VII, Section 1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this Article VII, Section 1. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable then by independent legal counsel in a written opinion, or, if obtainable with a quorum of disinterested directors then by independent legal counsel in a written opinion, or (iii) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as provided in this Article VII.

(f) For purposes of this Section, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Section with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(g) For purposes of this Section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Section.



(h) If a claim under paragraph (a) of this Article VII, Section 1 is not paid in full by the Corporation within thirty (30) 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. Neither the failure of the Corporation (including the Board, independent legal counsel, or its stockholders) to have made a determination that indemnification of the claimant is permissible in the circumstances because the claimant has met the applicable standard of conduct, if any, nor an actual determination by the Corporation (including the Board, independent legal counsel or its stockholders) that the claimant has not met the standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the standard of conduct.

Section 2. EXPENSES AS A WITNESS. To the extent that any director or officer of the Corporation is by reason of such position, or position with another entity at the request of the Corporation, a witness in any action, suit or proceeding, he or she shall be indemnified against all costs and expenses actually and reasonably incurred by him or her on his or her behalf or on behalf of the Corporation in connection therewith.

Section 3. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against that person and incurred by that person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article VII.

Section 4. INDEMNITY AGREEMENTS. The Corporation may enter into agreements with any director, officer, employee, or agent of the Corporation providing for indemnification to the fullest extent permissible under Delaware law.

Section 5. SEPARABILITY. Each and every paragraph, sentence, term, and provision of this Article VII is separate and distinct, so that if any paragraph, sentence, term, or provision hereof shall be held to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect the validity or unenforceability of any other paragraph, sentence, term, or provision hereof. To the extent required, any paragraph, sentence, term, or provision of this Article VII may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article VII and any agreement between the Corporation and claimant, the broadest possible indemnification permitted under applicable law.

Section 6. CONTRACT RIGHT. Each of the rights conferred on directors and officers of the Corporation by this Article VII shall be a contract right and any repeal or amendment of the provisions of this Article VII shall not adversely affect any right hereunder of any person existing at the time of such repeal or amendment with respect to any act or omission occurring prior to the time of such repeal or amendment, and, further, shall not apply to any proceeding, irrespective of when the proceeding is initiated, arising from the service of such person prior to such repeal or amendment.

Section 7. NONEXCLUSIVITY. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.



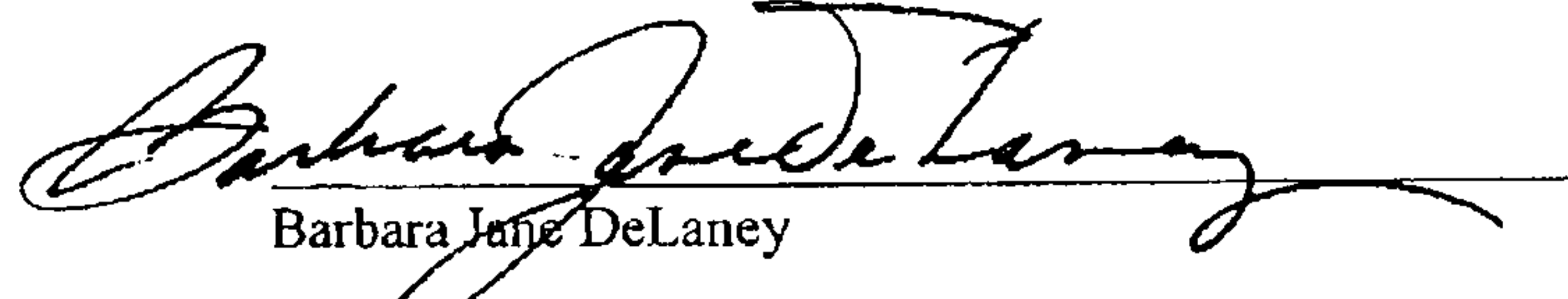
ARTICLE VIII  
AMENDMENT TO CERTIFICATE

Any amendments or alterations to this Certificate of Incorporation shall require the affirmative vote of holders of a majority of the outstanding shares of Common Stock.

ARTICLE IX  
AMENDMENT TO BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaw of the Corporation whether adopted by them or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation pursuant to the DGCL, has executed this Certificate of Incorporation on this 27th day of December, 2012.

  
Barbara Jane DeLaney  
(INCORPORATOR)