





Secretary of State  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
P.O. Box 944260  
Sacramento, CA 94244-2600

Certification and Records  
(916) 657-5448

**Fax Cover Letter**

To: JAMES TURO

ATTN:

Fax Number: 310-943-2693

Number of Pages (including cover): 2

Entity Name(s) and/or Number(s): GROWTHINK INC

**Message:**

**Note:** This office cannot guarantee legible copies via fax. Copies to follow in mail.

From:	Certification and Records Business Entities Section
Date:	1/26/18
Operator:	TLB

# State of California Secretary of State

## CERTIFICATE OF STATUS

ENTITY NAME:

GROWTHINK, INC.

FILE NUMBER: C3405527  
REGISTRATION DATE: 07/05/2011  
TYPE: FOREIGN CORPORATION  
JURISDICTION: DELAWARE  
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,  
hereby certify:

The records of this office indicate the entity is qualified to  
transact intrastate business in the State of California.

No information is available from this office regarding the financial  
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate  
and affix the Great Seal of the State of  
California this day of January 26, 2018.

A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA  
Secretary of State

# Delaware

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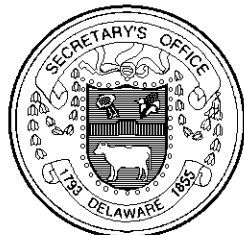
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GROWTHINK, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JULY, A.D. 2008, AT 5:22 O'CLOCK P.M.

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

4571083 8100

080758088



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

**AUTHENTICATION: 6708205**

**DATE: 07-03-08**

**CERTIFICATE OF INCORPORATION**  
**OF**  
**GROWTHINK, INC.**

FIRST: The name of this corporation (the "Corporation") shall be:  
  
Growthink, Inc.

SECOND: The Corporation's registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801, and its registered agent at such address is: THE CORPORATION TRUST COMPANY.

THIRD: The purposes of the Corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is:

50,000,000 shares of Common Stock, par value \$0.01 per share.

FIFTH: The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Michael J. Kendall	Goodwin Procter LLP 53 State Street Boston, MA 02109

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

EIGHTH: 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 General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the effective date of this Certificate of Incorporation 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 General Corporation Law of

the State of Delaware. No amendment, modification or repeal of this Section shall adversely affect the rights and protection afforded to a director of the Corporation under this Section for acts or omissions occurring prior to such amendment, modification or repeal.

NINTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.

TENTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the Corporation may provide. To the extent permitted by law, the books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated in the by-laws of the Corporation or from time to time by its Board of Directors.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed, and acknowledged this Certificate of Incorporation this 3 day of July, 2008.

/s/ Michael J. Kendall  
Michael J. Kendall  
Sole Incorporator