

Delaware

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The First State

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 CERTIFICATE OF AMENDMENT OF "ADFIN SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 2013, AT 1 O'CLOCK P.M.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0348099

DATE: 04-10-13

EFTA00289929

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ADFIN SOLUTIONS, INC.

ADFIN SOLUTIONS, INC., a corporation organized and existing under the provisions of the Delaware General Corporation Law (the "*DGCL*"), incorporated on April 25, 2011.

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors duly adopted resolutions proposing to amend the Amended and Restated Certificate of Incorporation of this corporation, declaring said amendment to be in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders thereof, which proposed amendment is as follows:

Article IV Section 2(c) of the Amended and Restated Certificate of Incorporation of this corporation, which currently reads as follows:

"(c) Each of the following events shall be deemed to be a "*Liquidation Event*" as that term is used in this Amended and Restated Certificate of Incorporation unless the holders of at least 90% of the outstanding shares of the Series A Preferred Stock elect otherwise by written notice sent to the Corporation at least 30 days prior to the effective date of any such event: (i) the liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, (ii) a merger or consolidation of the Corporation into or with another entity after which the stockholders of the Corporation immediately prior to such transaction do not own, immediately following the consummation of the transaction by virtue of their shares in the Corporation or securities received in exchange for such shares in connection with the transaction, a majority of the voting power of the surviving entity in proportions substantially similar to those that existed immediately prior to such transaction, (iii) the sale, transfer or issuance by the Corporation, or the sale or transfer by the Corporation's stockholders other than a sale or transfer by the stockholders to existing stockholders of the Corporation or affiliated parties of such existing stockholders, in either case, of more than 50% of the voting power of the Corporation in a transaction or series of related transactions, and (iv) the sale, transfer or other disposition (but not including a transfer or disposition by pledge or mortgage to a bona fide lender) of all or substantially all of the assets of the Corporation (other than to a wholly-owned subsidiary). Notwithstanding the foregoing, neither (A) a merger effected

exclusively for the purpose of changing the domicile of the Corporation nor (B) the sale of shares of Preferred Stock of the Corporation in a transaction or series of related transactions effected primarily for equity financing purposes shall be deemed a Liquidation Event.”

shall be amended and restated in its entirety to read as follows:

“(c) Each of the following events shall be deemed to be a “*Liquidation Event*” as that term is used in this Amended and Restated Certificate of Incorporation unless the holders of at least 66% of the outstanding shares of the Series A Preferred Stock elect otherwise by written notice sent to the Corporation at least 30 days prior to the effective date of any such event: (i) the liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, (ii) a merger or consolidation of the Corporation into or with another entity after which the stockholders of the Corporation immediately prior to such transaction do not own, immediately following the consummation of the transaction by virtue of their shares in the Corporation or securities received in exchange for such shares in connection with the transaction, a majority of the voting power of the surviving entity in proportions substantially similar to those that existed immediately prior to such transaction, (iii) the sale, transfer or issuance by the Corporation, or the sale or transfer by the Corporation’s stockholders other than a sale or transfer by the stockholders to existing stockholders of the Corporation or affiliated parties of such existing stockholders, in either case, of more than 50% of the voting power of the Corporation in a transaction or series of related transactions, and (iv) the sale, transfer or other disposition (but not including a transfer or disposition by pledge or mortgage to a bona fide lender) of all or substantially all of the assets of the Corporation (other than to a wholly-owned subsidiary). Notwithstanding the foregoing, neither (A) a merger effected exclusively for the purpose of changing the domicile of the Corporation nor (B) the sale of shares of Preferred Stock of the Corporation in a transaction or series of related transactions effected primarily for equity financing purposes shall be deemed a Liquidation Event.”

Article IV Section 3(b) of the Amended and Restated Certificate of Incorporation of this corporation, which currently reads as follows:

“(b) **Automatic Conversion.** Each share of Preferred Stock shall automatically be converted into fully paid and nonassessable shares of Common Stock, at the then effective Conversion Price, upon (i) the vote or written consent of the holders of at least a ninety percent (90%) majority of the voting power represented by the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis) or (ii) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock with aggregate gross proceeds to the Corporation (prior to underwriters’ commissions and expenses) of not less than \$15,000,000 (a “*Qualified IPO*”).”

shall be amended and restated in its entirety to read as follows:

“(b) **Automatic Conversion.** Each share of Preferred Stock shall automatically be converted into fully paid and nonassessable shares of Common Stock, at the then effective Conversion Price, upon (i) the vote or written consent of the holders of at least a sixty six percent (66%) majority of the voting power represented by the then outstanding shares of Preferred Stock (voting together as a single class on an as-converted basis) or (ii) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock with aggregate gross proceeds to the Corporation (prior to underwriters’ commissions and expenses) of not less than \$15,000,000 (a “*Qualified IPO*”).”

Article IV Section 3(d)(v)(g) of the Amended and Restated Certificate of Incorporation of this corporation, which currently reads as follows:

“(g) **Notices of Record Date.** In the event (i) the Corporation shall take a record of the holders of its capital stock for the purpose of entitling them to receive a dividend or other distribution (other than a cash dividend), (ii) of any capital reorganization, reclassification or recapitalization (other than a subdivision or combination of its outstanding shares of Common Stock), or (iii) of a Liquidation Event pursuant to Section 2, then, and in any such case, the Corporation shall cause to be mailed to each holder of record of the Preferred Stock at the address of record of such stockholder as set forth on the Corporation’s books, at least 20 days prior to the earliest date hereinafter specified, a notice stating the material terms of the proposed transaction and the date on which (x) a record is to be taken for the purpose of such dividend or distribution or (y) such reorganization, reclassification, recapitalization or Liquidation Event is to take place and the date, if any is to be fixed, as of which holders of capital stock of record shall be entitled to exchange their shares of capital stock for securities or other property deliverable upon such reorganization, reclassification, recapitalization or Liquidation Event; *provided, however,* that such notice period may be shortened upon the written consent of holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a ninety percent (90%) majority of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class on a converted basis). If any material change in the facts set forth in the written notice shall occur, the Corporation shall promptly give written notice of such material change to each holder of shares of Preferred Stock..”

shall be amended and restated in its entirety to read as follows:

“(g) **Notices of Record Date.** In the event (i) the Corporation shall take a record of the holders of its capital stock for the purpose of entitling them to receive a dividend or other distribution (other than a cash dividend), (ii) of any capital reorganization, reclassification or recapitalization (other than a subdivision

or combination of its outstanding shares of Common Stock), or (iii) of a Liquidation Event pursuant to Section 2, then, and in any such case, the Corporation shall cause to be mailed to each holder of record of the Preferred Stock at the address of record of such stockholder as set forth on the Corporation's books, at least 20 days prior to the earliest date hereinafter specified, a notice stating the material terms of the proposed transaction and the date on which (x) a record is to be taken for the purpose of such dividend or distribution or (y) such reorganization, reclassification, recapitalization or Liquidation Event is to take place and the date, if any is to be fixed, as of which holders of capital stock of record shall be entitled to exchange their shares of capital stock for securities or other property deliverable upon such reorganization, reclassification, recapitalization or Liquidation Event; *provided, however*, that such notice period may be shortened upon the written consent of holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a sixty six percent (66%) majority of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class on a converted basis). If any material change in the facts set forth in the written notice shall occur, the Corporation shall promptly give written notice of such material change to each holder of shares of Preferred Stock."

The initial clause of Article IV Section 6 of the Amended and Restated Certificate of Incorporation of this corporation, which currently reads as follows:

"6. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding (as adjusted for any Recapitalization Event), the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of at least 90% of the voting power represented by the then outstanding shares of Series A Preferred Stock, voting together as a separate class:"

shall be amended and restated in its entirety to read as follows:

"6. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding (as adjusted for any Recapitalization Event), the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of at least 66% of the voting power represented by the then outstanding shares of Series A Preferred Stock, voting together as a separate class:"

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders of this corporation have given consent to said amendment in accordance with the provisions of Section 242 and 228 of the DGCL.

THIRD: That said amendment has been duly adopted in accordance with Section 242 of the DGCL.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation this 4th day of April, 2013.

ADFIN SOLUTIONS, INC.

By: *Jeanne Houweling*
Jeanne Houweling, President & CEO