

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

eBannerMonitor Inc.

For Office Use Only

-FILED-

File #: 0004967924

Date Filed: 11/2/2022 2:53:00 PM

eBannerMonitor Inc., a corporation organized and existing under the Idaho Code does hereby certify:

1. The name of the corporation is eBannerMonitor Inc. and the corporation's original articles of incorporation were filed on October 12, 2010, with the Secretary of State of the State of Idaho (as amended to date, the "*Original Articles of Incorporation*").
2. Approval by the shareholders is required and the shareholders duly approved the Amended and Restated Articles of Incorporation as required by either Title 30, Chapters 20, 21, and 29, Idaho Code or by the Articles of Incorporation on October 31, 2022.
3. The Original Articles of Incorporation of the corporation are hereby amended and restated so as to read in its entirety as follows:

I.

The name of this corporation is eBannerMonitor Inc. This corporation was incorporated pursuant to its Original Articles of Incorporation on October 12, 2010.

II.

The registered office of the corporation in the State of Idaho shall be Corporation Service Company, 1305 12th Avenue Road, Nampa, ID 83686, Canyon County, and the name of the registered agent of the corporation in the State of Idaho at such address is Corporation Service Company.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Idaho Code.

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 1,000, each having a par value of \$0.001. Effective upon the filing of this Amended and Restated Articles of Incorporation with the Office of the Secretary of State of Idaho, and without any further action on part of the corporation or its shareholders, all shares of stock of the corporation issued and outstanding immediately prior to the filing of this Amended and Restated Articles of Incorporation shall be reclassified into 1,000 shares of Common Stock, with a par value of \$0.001 per share.

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of

Directors shall be fixed by the Board of Directors in the manner provided in the bylaws of the corporation (as amended from time to time, the “*Bylaws*”).

B. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every shareholder entitled to vote at an election for directors may cumulate such shareholder’s votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such shareholder’s shares are otherwise entitled, or distribute the shareholder’s votes on the same principle among as many candidates as such shareholder desires. No shareholder, however, shall be entitled to so cumulate such shareholder’s votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the shareholder has given notice at the meeting, prior to the voting, of such shareholder’s intention to cumulate such shareholder’s votes. If any shareholder has given proper notice to cumulate votes, all shareholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

C. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The shareholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Amended and Restated Articles of Incorporation, such action by shareholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the shareholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

VIII.

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any shareholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's shareholders, (iii) any action asserting a claim against the corporation, its directors, officers or employees arising pursuant to any provision of the Idaho Code or the corporation's Amended and Restated Articles of Incorporation or Bylaws or (iv) any action asserting a claim against the corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article VIII shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article VIII (including, without limitation, each portion of any sentence of this Article VIII containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

[SIGNATURE PAGE FOLLOWS]

This Amended and Restated Articles of Incorporation has been subscribed as of November 1, 2022 by the undersigned who affirms that the statements made herein are true and correct.

eBannerMonitor Inc.

DocuSigned by:

Sharon Rowlands

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Sharon Rowlands

Chief Executive Officer

B0736-6389 11/02/2022 2:53 PM Received by Office of the Idaho Secretary of State