Business ID: 25060019
Filing Number: 05062603295339
Filing Date: 05/06/2026
Effective Date: 05/06/2026

# Filing Information Page

Username: **DINA JUAREZSERRANO**

Work Order Number - Filing Number
**202605070163596 - 05072606596284**

Business Name
**Bevy Labs Inc**

Filing Type
**Application for Authority**

Work Order Number
**202605070163596**

Work Order Received Date/Time
**05/06/2026 06:57 AM**

202605070163596 - 05072606596284



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# APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA

*Read the Instructions C018i*

1. **ENTITY TYPE - check only one** to indicate the type of entity applying for authority:

- [x] FOR-PROFIT CORPORATION
- [ ] NONPROFIT CORPORATION
- [ ] PROFESSIONAL CORPORATION
- [ ] CLOSE CORPORATION
- [ ] CORPORATION SOLE
- [ ] INSURER
- [ ] SAVINGS AND LOAN ASSOCIATION
- [ ] CREDIT UNION
- [ ] COOPERATIVE MARKETING ASSOCIATION
- [ ] ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.
- [ ] NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP.

2. **NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME)** – enter the exact, true name of the foreign corporation:

Bevy Labs, Inc.

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – *see Instructions C018i* - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

| | | |
|---|---|---|
| 3.1 [x] Name in state or country of incorporation, with no changes - Go to number 4. | 3.2 [ ] Name in state or country of incorporation, *with a corporate identifier added* to it – Enter the name in number 3.4 below. | 3.3 [ ] Fictitious name (check this *only if* the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below. |

3.4 **If you checked 3.2 or 3.3,** enter or print the name to be used in Arizona:

4. **FOREIGN DOMICILE** – list the state or country in which the foreign corporation is incorporated: Delaware

5. **DATE OF INCORPORATION IN FOREIGN DOMICILE:** 01/19/2017

6. **DURATION** - **if the duration or life period of the foreign corporation is perpetual (forever), then skip this section** and continue to number 7 or number 8. Otherwise, check the box below *and* fill in the date:

[ ] The foreign corporation life period will end on this **date:** (enter a date)

7. **PURPOSE** - the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following **limitations**, if any (*leave this blank if there are no limitations on the corporation's purpose*):

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**8. CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Software - 511210

| **9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS** – *see Instructions C018i* – give the **physical or street address** (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation: | | | **10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:** Is the Arizona known place of business street address the same as the **street address** of the statutory agent?<br>☒ Yes - go to number 11 and continue.<br>☐ No - provide the Arizona physical or street address (not a P.O. Box) below: | | |
|---|---|---|---|---|---|
| | | | | | |
| Attention (optional) | | | Attention (optional) | | |
| 3500 S. DuPont Hwy | | | | | |
| Address 1 | | | Address 1 | | |
| Address 2 (optional) | | | Address 2 (optional) | | |
| City Dover | State DE | Zip 19901 | City | State | Zip |

| **11. STATUTORY AGENT IN ARIZONA** – *see Instructions C018i*: | | | | | |
|---|---|---|---|---|---|
| **11.1** *REQUIRED* – give the **name** (can be an individual or an entity) **and *physical or street address*** (not a P.O. Box) in Arizona of the statutory agent: | | | **11.2** *OPTIONAL* – mailing address in Arizona of statutory agent (can be a P.O. Box): | | |
| ISL, INC. (FN) | | | | | |
| Statutory Agent Name (required) | | | | | |
| Attention (optional) | | | Attention (optional) | | |
| 300 W. Clarendon Avenue | | | | | |
| Address 1 | | | Address 1 | | |
| Suite 240 | | | | | |
| Address 2 (optional) | | | Address 2 (optional) | | |
| City Phoenix | State AZ | Zip 85013 | City | State | Zip |
| **11.3** *REQUIRED* – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority. | | | | | |

| **12. DIRECTORS** - list the **name and business address** of each and every Director of the corporation. If more space is needed, check this box ☐ and complete and attach the Director Attachment form C082. | | | | | |
|---|---|---|---|---|---|
| Derek Andersen | | | | | |
| Director Name | | | Director Name | | |
| 3790 El Camino Real | | | | | |
| Address 1 | | | Address 1 | | |
| Unit 532 | | | | | |
| Address 2 (optional) | | | Address 2 (optional) | | |
| Palo Alto | CA | 94306 | | | |
| City / Country | State or Province | Zip | City / Country | State or Province | Zip |
| Date taking office (optional): | | | Date taking office (optional): | | |

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Director Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)

Director Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)

Director Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)

Director Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)

**13. OFFICERS** - list the **name and business address** of all principal Officers of the corporation. If more space is needed, check this box ☐ and complete and attach the Officer Attachment form C085.

Officer Name: Derek Andersen
Address 1: 3790 El Camino Real
Address 2 (optional): Unit 532
City: Palo Alto
State or Province: CA
Zip: 94306
Country
Date taking office (optional)
Officer title: Director/Chairman

Officer Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)
Officer Title

Officer Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)
Officer Title

Officer Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)
Officer Title

Officer Name
Address 1
Address 2 (optional)
City
State or Province
Zip
Country
Date taking office (optional)
Officer Title

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14. **FOR-PROFITS ONLY – SHARES AUTHORIZED** – *see Instructions C018* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☑ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: _____ Total: 25,000,000

Class: Series Seed Preferred Series: _____ Total: 2,126,753

15. **FOR-PROFITS ONLY – SHARES ISSUED** – *see Instructions C018* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ■ and complete and attach the Shares Issued Attachment form C097.

Class: Common Series: _____ Total: 10,804,477

Class: Series Seed Preferred Series: _____ Total: 2,126,753

16. **NONPROFITS ONLY – MEMBERS – check one box only:**
Does the foreign nonprofit corporation have members? ☐ Yes ☐ No

17. **PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

_____

18. **PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of law that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

**NOTE:** **You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service.** (See A.R.S. § 10-2245.)

**SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☑ I ACCEPT

Signature | Derek Andersen (Printed Name) | 05/13/2026 (Date)

**REQUIRED** – check only one:

| ☐ | ☒ | ☐ |
|---|---|---|
| I am the **Chairman of the Board of Director** of the corporation filing this document. | I am a duly-authorized **Officer** of the corporation filing this document. | I am a duly authorized **Bankruptcy Trustee**, receiver, or other court-appointed fiduciary for the corporation filing this document |

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

| | |
|---|---|
| Filing Fee: $175.00 (regular processing)<br>All fees are nonrefundable - see Instructions. | Mail: Arizona Corporation Commission - Examination Section<br>1300 W. Washington St., Phoenix, Arizona 85007<br>Fax (for Regular or Expedite Service ONLY): 602-542-4100<br>Fax (for Same Day/Next Day Service ONLY): 602-542-0900 |

Please be advised that A.C.S. forms reflect only the **minimum** information required by statute. You may add any private legal provisions for those matters that are not contrary to statute. All documents filed with the Arizona Corporation Commission are **public record** and may be viewed by the public. If you have questions, call the Public Information Desk at (602) 542-3026 (within Arizona only) or (800) 345-5819.

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# CERTIFICATE OF DISCLOSURE

*Read the Instructions C003*

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

Bevy Labs, Inc.

| | | | |
|---|---|---|---|
| **2. FELONY/JUDGMENT QUESTIONS:** Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been: | | | |
| **2.1** | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the signing of this certificate? | ☐ Yes | ☒ No |
| **2.2** | Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate? | ☐ Yes | ☒ No |
| **2.3** | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following:<br>a. The violation of fraud or registration provisions of the securities laws of that jurisdiction;<br>b. The violation of the consumer fraud laws of that jurisdiction;<br>c. The violation of the antitrust or restraint of trade laws of that jurisdiction? | ☐ Yes | ☒ No |
| **2.4** | If any of the answers to numbers 2.1, 2.2, or 2.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004. | | |

| | | | |
|---|---|---|---|
| **3. BANKRUPTCY QUESTION:** | | | |
| **3.1** | Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership **of the other corporation** ? | ☐ Yes | ☒ No |
| **3.2** | If the answer to number 3.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005. | | |

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**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

| **SIGNATURE REQUIREMENTS:** | |
|---|---|
| Initial Certificate of Disclosure: | This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084. |
| Foreign corporations: | This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors. |
| Credit Unions and Loan Companies: | This Certificate must be signed by any 2 officers or directors. |

Derek Andersen
Name

3790 El Camino Real
Address 1

Unit 532
Address 2

Palo Alto | CA | 94306
City | State | Zip
Country

**SIGNATURE** – *see Instructions C003i:*

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Derek Andersen | 03/13/2026
Printed Name | Date

**REQUIRED – check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City | State | Zip
Country

**SIGNATURE** – *see Instructions C003i:*

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name | Date

**REQUIRED – check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

| | |
|---|---|
| Filing Fee: None<br>All fees are nonrefundable - see Instructions. | Mail: Arizona Corporation Commission Examination Section<br>1300 W. Washington St., Phoenix, Arizona 85007<br>Fax: 602-542-4100 |

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions concerning the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5818.

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# STATUTORY AGENT ACCEPTANCE

*Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

   Bevy Labs, Inc.

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

   ISL, INC. (FN)

3. **STATUTORY AGENT SIGNATURE:**

   By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

   The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

| Signature | Printed Name | Date |
|---|---|---|
| Melissa A. Moreau | Melissa A. Moreau, Assistant Secretary | 05/05/2026 |

**REQUIRED** – check only one:

| ☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent. | ☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|---|---|

**Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.**

| | |
|---|---|
| Filing Fee: none (regular processing)<br>All fees are nonrefundable - see Instructions. | Mail: Arizona Corporation Commission - Examination Section<br>1300 W. Washington St., Phoenix, Arizona 85007<br>Fax: 602-542-4100 |

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

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# Delaware

The First State



I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEVY LABS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2026.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BEVY LABS, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JANUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

C. B. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203844444

Date: 05-05-26

6289353 8300

SR# 20262282790

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

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# Delaware

The First State



*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "BEVY LABS, INC." AS RECEIVED AND FILED IN THIS OFFICE.*

*THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:*

*RESTATED CERTIFICATE, FILED THE NINTH DAY OF MARCH, A.D. 2021, AT 4:30 O`CLOCK P.M.*

C. B. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

6289353 8100X
SR# 20262282790

Authentication: 203844441
Date: 05-05-26

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

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Secretary of State
Division of Corporations
Delivered 04:30 PM 03/09/2021
FILED 04:30 PM 03/09/2021
SR 20210849298 - File Number 6289353

# RESTATED CERTIFICATE OF INCORPORATION OF BEVY LABS, INC.

**(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)**

**BEVY LABS, INC.**, a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

**DOES HEREBY CERTIFY**:

**FIRST**: That the name of this corporation is **BEVY LABS, INC.** and that this corporation was originally incorporated pursuant to the General Corporation Law on January 19, 2017.

**SECOND**: That the Board of Directors of this corporation duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and 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 therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

## ARTICLE I

The name of this corporation is Bevy Labs, Inc.

## ARTICLE II

The address of the registered office of this corporation in the State of Delaware is 3500 South DuPont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

## ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

## ARTICLE IV

A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of

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shares that this corporation is authorized to issue is 36,988,616. The total number of shares of common stock authorized to be issued is 25,000,000, par value $0.00001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is 11,988,616, par value $0.00001 per share (the "Preferred Stock"), 2,126,753 of which shares are designated as "Series Seed Preferred Stock", 3,166,098 of which shares are designated as "Series A Preferred Stock", 3,676,289 of which shares are designated as "Series B Preferred Stock" and 3,019,476 of which shares are designated as "Series C Preferred Stock".

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. Dividend Provisions.

(a) This corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Restated Certificate of Incorporation) the holders of Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the applicable Original Issue Price (as defined below); provided that, if the corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the corporation, the dividend payable to the holders of Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Preferred Stock dividend.

2. Liquidation Preference.

(a) In the event of any Liquidation Event (as defined below), either voluntary or involuntary, the holders of each series of Preferred Stock shall be entitled to receive out of the proceeds or assets of this corporation available for distribution to its stockholders (the "Proceeds"), prior and in preference to any distribution of the Proceeds of such Liquidation Event to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of the applicable Original Issue Price (as defined below) for such series of Preferred Stock, plus declared but unpaid dividends on such share. If, upon the occurrence of

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such event, the Proceeds thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire Proceeds legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in proportion to the full preferential amount that each such holder is otherwise entitled to receive under this subsection (a). For purposes of this Restated Certificate of Incorporation, "Original Issue Price" shall mean: (i) $1.00 per share for each share of the Series Seed Preferred Stock, (ii) $1.4371 per share for each share of the Series A Preferred Stock, (iii) $4.0802 per share for each share of the Series B Preferred Stock and (iv) $13.2473 per share for each share of the Series C Preferred Stock (each as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to such series of Preferred Stock).

(b) Upon completion of the distribution required by subsection (a) of this Section 2, all of the remaining Proceeds available for distribution to stockholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.

(c) Notwithstanding the above, for purposes of determining the amount each holder of shares of Preferred Stock is entitled to receive with respect to a Liquidation Event, each such holder of shares of a series of Preferred Stock shall be deemed to have converted (regardless of whether such holder actually converted) such holder's shares of such series into shares of Common Stock immediately prior to the Liquidation Event if, as a result of an actual conversion, such holder would receive, in the aggregate, an amount greater than the amount that would be distributed to such holder if such holder did not convert such series of Preferred Stock into shares of Common Stock. If any such holder shall be deemed to have converted shares of Preferred Stock into Common Stock pursuant to this paragraph, then such holder shall not be entitled to receive any distribution that would otherwise be made to holders of Preferred Stock that have not converted (or have not been deemed to have converted) into shares of Common Stock.

(d) (i) For purposes of this Section 2, a "Liquidation Event" shall include (A) the closing of the sale, lease, transfer, exclusive license or other disposition of all or substantially all of this corporation's assets, (B) the consummation of the merger or consolidation of this corporation with or into another entity (except a merger or consolidation in which the holders of capital stock of this corporation immediately prior to such merger or consolidation continue to hold at least fifty percent (50%) of the voting power of the capital stock of this corporation or the surviving or acquiring entity immediately following such merger or consolidation in substantially the same proportions, and with substantially the same terms, as held immediately prior to such merger or consolidation), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of this corporation's securities), of this corporation's securities if, after such closing, such person or group of affiliated persons would hold fifty percent (50%) or more of the then outstanding voting stock of this corporation (or the surviving or acquiring entity) or (D) a liquidation, dissolution or winding up of this corporation; provided, however, that a transaction shall not constitute a Liquidation Event if its sole purpose is to change the state of this corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held this

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corporation's securities immediately prior to such transaction. Notwithstanding the prior sentence, the sale by this corporation of shares of Series C Preferred Stock in a financing transaction shall not be deemed a "Liquidation Event." The treatment of any particular transaction or series of related transactions as a Liquidation Event may be waived with respect to a series of Preferred Stock only by the vote or written consent of the holders of at least 50% of the then outstanding shares of such series (voting as a separate class and on an as-converted basis).

(ii) In any Liquidation Event, if Proceeds received by this corporation or its stockholders is other than cash, the value of such Proceeds will be deemed the fair market value thereof. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the twenty (20) trading-day period ending three (3) trading days prior to the closing of the Liquidation Event; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Board of Directors and the holders of at least 50% of the then outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by the Board of Directors and the holders of at least 50% of the voting power of all then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(C) The foregoing methods for valuing non-cash consideration to be distributed in connection with a Liquidation Event shall, with the appropriate approval of the definitive agreements governing such Liquidation Event by the stockholders under the General Corporation Law and Section 6 of this Article IV(B), be superseded by the determination of such value set forth in the definitive agreements governing such Liquidation Event.

(iii) In the event the requirements of this Section 2 are not complied with, this corporation shall forthwith either:

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(A) cause the closing of such Liquidation Event to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(d)(iv) hereof.

(iv) This corporation shall give each holder of record of Preferred Stock written notice of such impending Liquidation Event not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and this corporation shall thereafter give such holders prompt notice of any material changes to the terms and conditions of such transaction. The transaction shall in no event take place sooner than twenty (20) days after this corporation has given the first notice provided for herein or sooner than ten (10) days after this corporation has given notice of any material changes provided for herein; provided, however, that subject to compliance with the General Corporation Law such periods may be shortened or waived upon the written consent of the holders of Preferred Stock that represent at least 50% of the then outstanding shares of such Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis).

(e) Allocation of Contingent Consideration. In the event of a deemed Liquidation Event pursuant to subsection 2(d)(i), if any portion of the consideration payable to the stockholders of this corporation is placed into escrow and/or is payable to the stockholders of this corporation subject to contingencies (the "Additional Consideration"), the definitive agreement with respect to such deemed Liquidation Event shall provide that (a) the portion of such consideration that is not placed in escrow and not subject to any contingencies (the "Initial Consideration") shall be allocated among the holders of capital stock of this corporation in accordance with subsections 2(a) and 2(b) as if the Initial Consideration were the only consideration payable in connection with such deemed Liquidation Event and (b) any Additional Consideration that becomes payable to the stockholders of this corporation upon release from escrow or satisfaction of contingencies shall be allocated among the holders of capital stock of this corporation in accordance with subsections 2(a) and 2(b) after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the avoidance of doubt, any consideration placed in escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such deemed Liquidation Event shall be deemed to be Additional Consideration.

3. Redemption. The Preferred Stock is not redeemable at the option of the holder thereof.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

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(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, and without the payment of additional consideration by the holder thereof, at the office of this corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the applicable Original Issue Price for such series by the applicable Conversion Price (as defined below) for such series (the conversion rate for a series of Preferred Stock into Common Stock is referred to herein as the "Conversion Rate" for such series), determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial "Conversion Price" per share for each series of Preferred Stock shall be the Original Issue Price applicable to such series; provided, however, that the Conversion Price for the Preferred Stock shall be subject to adjustment as set forth in subsection 4(d).

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Rate at the time in effect for such series of Preferred Stock immediately upon the earlier of (i) the closing of this corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, that results in at least $50,000,000 of gross proceeds to this corporation (a "Qualified Public Offering") or (ii) the date, or the occurrence of an event, specified by vote or written consent or agreement of the holders of at least 50% of the then outstanding shares of Preferred Stock (voting together as a single class and not as separate series, and on an as-converted basis), which such majority must include the holders of a majority of the then outstanding shares of Series B Preferred Stock and the holders of a majority of the then outstanding shares of Series C Preferred Stock.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this corporation or of any transfer agent for the Preferred Stock, and shall give written notice to this corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date set forth for conversion in the written notice of the election to convert irrespective of the surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with Automatic Conversion provisions of

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subsection 4(b)(ii) above, such conversion shall be deemed to have been made on the conversion date described in the stockholder consent approving such conversion, and the persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock as of such date.

(d) Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If this corporation shall issue, on or after the date upon which this Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "Filing Date"), any Additional Stock (as defined below) without consideration or for a consideration per share that is less than the Conversion Price applicable to a series of Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price (calculated to the nearest one-thousandth of a cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock Outstanding immediately prior to such issuance plus the number of shares of Common Stock that the aggregate consideration received by this corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock Outstanding (as defined below) immediately prior to such issuance plus the number of shares of such Additional Stock. For purposes of this Section 4(d)(i)(A), the term "Common Stock Outstanding" shall mean and include the following: (1) outstanding Common Stock, (2) Common Stock issuable upon conversion of outstanding Preferred Stock, (3) Common Stock issuable upon exercise of outstanding stock options and (4) Common Stock issuable upon exercise (and, in the case of warrants to purchase Preferred Stock, conversion) of outstanding warrants. Shares described in (1) through (4) above shall be included whether vested or unvested, whether contingent or non-contingent and whether exercisable or not yet exercisable. In the event that this corporation issues or sells, or is deemed to have issued or sold, shares of Additional Stock that results in an adjustment to a Conversion Price pursuant to the provisions of this Section 4(d) (the "First Dilutive Issuance"), and this corporation then issues or sells, or is deemed to have issued or sold, shares of Additional Stock in one or more subsequent issuances other than the First Dilutive Issuance that would result in further adjustment to a Conversion Price (each, a "Subsequent Dilutive Issuance") pursuant to the same instruments as the First Dilutive Issuance, then and in each such case upon a Subsequent Dilutive Issuance the applicable Conversion Price for each series of Preferred Stock shall be reduced to the applicable Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(B) No adjustment of the Conversion Price for the Preferred Stock shall be made in an amount less than one-tenth (1/10th) of one cent per share ($0.001). Except to the limited extent provided for in subsections (E)(3) and (E)(4), no adjustment of such Conversion Price pursuant to this subsection 4(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

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☐ New Entity ☐ Change to existing entity ☒ Re-submission of rejected filing

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Bevy Labs Inc

**EXPEDITED PROCESSING?** ☒ **YES** - select 1 option below ☐ **NO** - pay only the filing fee

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**Credit cards** - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa or MasterCard.

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