

# 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 INCORPORATION OF "FOOLPROOF FACILITATION, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2022, AT 4:37 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

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SR# 20223585879

Authentication: 204471950  
Date: 09-23-22

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**CERTIFICATE OF INCORPORATION**  
**OF**  
**FOOLPROOF FACILITATION, INC.**

The undersigned, acting as the incorporator of the corporation hereby being formed under the General Corporation Law of the State of Delaware, certifies that:

FIRST: The name of the corporation is Foolproof Facilitation, Inc.

SECOND: The address, including the street, number, city and county, of the registered office of the corporation in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Delaware 19904, County of Kent. The name of the registered agent of the corporation in the State of Delaware at such address is Cogency Global Inc.

THIRD: The purpose of the corporation is 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 number of shares which the corporation shall have authority to issue is 10,000, all of which are of a par value of \$0.001 each. All such shares are of one class and are shares of Common Stock.

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

Michael R. Flynn  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022

SIXTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

SEVENTH: To the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, the corporation shall indemnify all directors of the corporation, and the corporation may indemnify any and all other persons whom it shall have power to indemnify under said section, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, 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, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The Board of Directors of the corporation shall have the power to amend the By-laws of the corporation.

Signed on September 21, 2022

A handwritten signature in black ink, appearing to read "Michael R. Flynn". The signature is fluid and cursive, with a long horizontal stroke at the end.

Michael R. Flynn, Incorporator