**CERTIFICATE OF INCORPORATION**

**OF**

**[COMPANY NAME]**

The name of the corporation is [Company Name] (the “**Corporation**”).

The address of the Corporation’s registered office in the State of Delaware is [1209 Orange Street, Wilmington, New Castle County, Delaware 19801]. The name of its registered agent at such address is [The Corporation Trust Company].

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended.

The aggregate number of shares which the Corporation shall have authority to issue is [15,000,000] shares of capital stock, all of which shall be designated “**Common Stock**” and have a par value of $[0.00001] per share.

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, amend or repeal the bylaws of the Corporation. Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Corporation.

1.

To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable for monetary damages for breach of fiduciary duty as a director.

Subject to any provisions in the bylaws of the Corporation related to indemnification of directors or officers of the Corporation, the Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Corporation shall have the power to indemnify, to the extent permitted by applicable law, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

The rights and authority conferred in this Article shall not be exclusive of any other right that any person may otherwise have or hereafter acquire. If applicable law is amended 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 applicable law, as so amended. No amendment or repeal of this Article, or adoption of any provision of this Corporation’s certificate of incorporation or a bylaw of the Corporation inconsistent with this Article, shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any Proceeding accruing or arising, or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation’s stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation’s certificate of incorporation or bylaws, or (D) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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

[Incorporator Name]

[Incorporator Address Line 1]

[Incorporator Address Line 2]

Executed on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

[Incorporator Name], Incorporator