

**CERTIFICATE OF VALIDATION
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VBC HOLDING CORP INC.**

VBC Holding Corp Inc., a Delaware corporation (the "Corporation"), certifies that:

FIRST: The Corporation has ratified defective corporate acts that would have required the filing of a certificate under Section 103 of the Delaware General Corporation Law (the "DGCL").


SECOND: Each such defective corporate act has been ratified in accordance with Section 204 of the DGCL.

THIRD: A document titled "Amended and Restated Certificate of Incorporation" was previously filed on August 10, 2022 by the Corporation with the Office of the Secretary of State of the State of Delaware in respect of such defective corporate acts. Changes to such certificate are required to give effect to the ratification of such defective corporate acts in accordance with Section 204 of the DGCL. An Amended and Restated Certificate of Incorporation containing all of the information that would be required under Sections 242 and 245 of the DGCL to give effect to such defective corporate acts, is attached hereto as **Exhibit A** and incorporated herein by reference. Such certificate shall be deemed to have become effective on August 10, 2022, at 9:59 a.m. (local time in Wilmington, Delaware).

[Signature page follows]

In witness whereof, VBC Holding Corp Inc. has caused this Certificate of Validation to be signed by its duly authorized officer on the date set forth below.

VBC HOLDING CORP INC.

By: 

Name: Fredrick D. Scott

Title: President

Date: 01/04/2024 _____

Exhibit A

[see attached]

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VBC HOLDING CORP INC.**

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

VBC Holding Corp 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:

1. That the name of this corporation is VBC Holding Corp Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on August 8, 2022, under the name VBC Holding Corp Inc.

2. That the Board of Directors of the Corporation (the "**Board**") 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 to read as set forth on **Exhibit A** attached hereto and incorporated herein by this reference.

3. **Exhibit A** referred to above is attached hereto as **Exhibit A** and is hereby incorporated herein by this reference. This Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. This Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

EXHIBIT A

ARTICLE I

The name of the Corporation is VBC Holding Corp Inc. (the "**Corporation**").

ARTICLE II

The Corporation is organized pursuant to the General Corporation Law.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law or any amendment thereto.

ARTICLE IV

The total number of shares of common stock which the Corporation shall have authority to issue is 22,500,000 shares, all of which shall have a \$0.0001 par value per share, consisting of (a) 14,000,000 shares of Class A Common Stock, \$0.0001 par value per share (the "**Class A Common Stock**"), and 8,500,000 shares of Class F Common Stock, \$0.0001 par value per share (the "**Class F Common Stock**"), and together with the Class A Common Stock, the "**Common Stock**").

Effective immediately prior to the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, each share of outstanding common stock of the Corporation (the "Old Common Stock") shall be automatically converted into (a) 1,375 validly issued, fully paid and non-assessable shares of Class A Common Stock and (b) 4,249 validly issued, fully paid and non-assessable shares of Class F Common Stock without any further action by the holder of such share of common stock (the "Forward Stock Split"). Each stock certificate representing Old Common Stock shall thereafter represent the number of whole shares of such capital stock into which the Old Common Stock previously represented by such stock certificate shall have been converted. Notwithstanding the foregoing, the par value of each share of capital stock shall be as set forth in this Amended and Restated Certificate of Incorporation and shall not be adjusted in connection with the Forward Stock Split. All share and per share amounts and other terms set forth in this Amended and Restated Certificate of Incorporation reflect the Forward Stock Split and, accordingly, no further adjustment pursuant to this Amended and Restated Certificate of Incorporation shall be made as a result of the Forward Stock Split.

ARTICLE V

Section 5.1. Voting. Except as otherwise provided herein or by applicable law, the holders of the Class F Common Stock and the holders of the Class A Common Stock shall at all

times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Corporation. Each holder of shares of Class F Common Stock shall be entitled to ten (10) votes for each share of Class F Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Unless required by law, there shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(6)(2) of the General Corporation Law.

Section 5.2. Equal Status. Except as expressly provided in this Article V, Class F Common Stock and Class A Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

Section 5.3. Conversion.

(a) Certain Definitions. As used in this Section 5, the following terms shall have the following meanings:

(i) **"Class F Stockholder"** shall mean any individual that is issued Class F Common Stock by the Corporation.

(ii) **"Permitted Entity"** shall mean, with respect to any Class F Stockholder, any trust, account, plan, corporation, partnership, or limited liability company specified in Section 5.3 established by or for such Class F Stockholder, so long as such entity meets the requirements set forth in Section 5.3.

(iii) **"Transfer"** shall mean, with respect to a share of Class F Common Stock, any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law.

(iv) **"Voting Control"** shall mean, with respect to a share of Class F Common Stock, the power (whether exclusive or shared) to vote or direct the voting of such share of Class F Common Stock by proxy, voting agreement or otherwise.

(b) Optional Conversion. Each share of Class F Common Stock shall be convertible into one (1) fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation.

(c) Automatic Conversion upon Transfer. Each share of Class F Common Stock shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the Transfer of such share; provided, however, that a Transfer of Class F Common Stock by a Class F Stockholder or such Class F Stockholder's Permitted Entities to another Class F Stockholder or such Class F Stockholder's Permitted Entities shall not trigger

such automatic conversion; provided further, however, that a Transfer by a Class F Stockholder to any of the following Permitted Entities, and from any of the following Permitted Entities back to such Class F Stockholder and/or any other Permitted Entity by or for such Class F Stockholder shall not trigger such automatic conversion:

(A) a trust for the benefit of such Class F Stockholder and for the benefit of no other person, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class F Stockholder and, provided, further, that in the event such Class F Stockholder is no longer the exclusive beneficiary of such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(B) a trust for the benefit of persons other than the Class F Stockholder so long as the Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class F Stockholder, and, provided, further, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(C) a trust under the terms of which such Class F Stockholder has retained a "qualified interest" within the meaning of §2702(b)(1) of the Internal Revenue Code (the "**Code**") and/or a reversionary interest so long as the Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust; provided, however, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(D) an Individual Retirement Account, as defined in Section 408(a) of the Code, or a pension, profit sharing, stock bonus or other type of plan or trust of which such Class F Stockholder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Code; provided that in each case such Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held in such account, plan or trust, and provided, further, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such account, plan or trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(E) a corporation in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns shares with sufficient Voting Control in the corporation, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such corporation; provided that in the event the Class F Stockholder no longer owns sufficient shares or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such corporation, each share of Class F Common Stock then held by such corporation shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock;

(F) a partnership in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns partnership interests with sufficient Voting Control in the partnership, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such partnership; provided that in the event the Class F Stockholder no longer owns sufficient partnership interests or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such partnership, each share of Class F Common Stock then held by such partnership shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock; or

(G) a limited liability company in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns membership interests with sufficient Voting Control in the limited liability company, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such limited liability company; provided that in the event the Class F Stockholder no longer owns sufficient membership interests or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such limited liability company, each share of Class F Common Stock then held by such limited liability company shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock.

(d) Automatic Conversion upon Death of Class F Stockholder. Each share of Class F Common Stock held of record by a Class F Stockholder, or by such Class F Stockholder's Permitted Entities, shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the death of such Class F Stockholder.

(e) Effect of Conversion. In the event of a conversion of shares of Class F Common Stock to shares of Class A Common Stock pursuant to this Section 5.3, such conversion shall be deemed to have been made at the time that the Corporation's transfer agent receives written notice thereof, the time that the Transfer of such shares occurred, or the death of the Class F Stockholder,

as applicable. Upon any conversion of Class F Common Stock to Class A Common Stock, all rights of the holder of such shares of Class F Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class F Common Stock are to be issued, if any, shall be treated for all purposes as having become the record holder or holders of such number of shares of Class A Common Stock into which such Class F Common Stock were convertible. Shares of Class F Common Stock that are converted into shares of Class A Common Stock as provided in this Section 5.3 shall be retired and shall not be reissued.

(f) Reservation of Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class F Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class F Common Stock into shares of Class A Common Stock.

(g) Adjustment in Authorized Class A Common Stock. The number of authorized shares of Class A Common Stock may be increased or decreased (but not below the number of shares of Class A Common Stock then outstanding) by an affirmative vote of the holders of a majority of the voting power of the Corporation.

(h) Administration. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Class F Common Stock to Class A Common Stock and the general administration of this dual class Common Stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class F Common Stock furnish affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class F Common Stock and to confirm that a conversion to Class A Common Stock has not occurred.

Section 5.4. Excess Stock.

(a) Ownership and Transfer Limitations. Notwithstanding any other provision of this Certificate, from and after the date hereof:

(i) No Person shall beneficially or constructively own Shares of Class A Common Stock in excess of the Ownership Limit.

(ii) Any Applicable Event that would result in any Person beneficially or constructively owning Shares of Class A Common Stock in excess of the Ownership Limit shall be void *ab initio* as to the Applicable Event with respect to that number of Shares of Class A Common Stock which would otherwise be beneficially or constructively owned by such Person in excess of the Ownership Limit, and none of the Purported Beneficial Transferee, the Purported Record Transferee the Purported Beneficial Holder or the Purported Record Holder, as applicable, shall acquire any rights in that number of Shares.

For the avoidance of doubt, the ownership limitations and conversion into Excess Shares under this Section 5.4 shall apply only to Shares of Class A Common Stock and shall not apply to the Class F Common Stock.

(b) If, notwithstanding the other provisions contained in this Section 5.4, at any time from and after the date hereof, there is an Applicable Event that would result in any Person beneficially or constructively owning Shares of Class A Common Stock in excess of the Ownership Limit, then such number of Shares in excess of the Ownership Limit shall automatically be exchanged for an equal number of excess shares ("**Excess Shares**") having terms, rights, restrictions and qualifications identical thereto, except to the extent that this Article V requires different terms. Such exchange shall be effective as of the close of business on the business day next preceding the date of the Applicable Event. This Section 5.4(a) may become operative because of the purported ownership of Shares of Class A Common Stock by two or more (i) partners of a partnership, (ii) stockholders of a corporation or (iii) members of any other Person, and in such event, the Board of Directors shall have the authority in its sole discretion to determine the number of Class A Common Shares and the identity of the Class A Common Shares held by each partner, Stockholder or member that automatically shall be exchanged for an equal number of Excess Shares.

(c) Ownership In Trust. Upon any Applicable Event that results in Excess Shares pursuant to Section 5.4(b), such Excess Shares shall be deemed to have been transferred to the Corporation, as Excess Shares Trustee of an Excess Shares Trust. Excess Shares so held in trust shall be issued and outstanding shares of the Corporation. The Purported Record Transferee (or Purported Record Holder) shall have no rights in such Excess Shares).

(d) Dividend Rights. Excess Shares shall be entitled to any dividends in the same manner as other shares of Class A Common Stock of the Corporation.

(e) Rights Upon Liquidation. Except as provided below, in the event of any voluntary or involuntary liquidation, dissolution or winding up, or any other distribution of the assets, of the Corporation, each holder of Excess Shares shall be entitled to receive, ratably with (i) each other holder of such Excess Shares and (ii) each holder of Shares, that portion of the aggregate assets available for distribution to holders of Shares (including holders of Excess Shares resulting from the exchange of Shares hereunder), determined in accordance with applicable law, as the number of such Excess Shares held by such holder bears to the total number of outstanding Shares and outstanding Excess Shares then outstanding. The Corporation, as holder of the Excess Shares in trust, or, if the Corporation shall have been dissolved, any trustee appointed by the Corporation prior to its dissolution, shall distribute ratably to the beneficiaries of the Excess Shares Trust, when determined, any such assets received in respect of the Excess Shares in any liquidation, dissolution or winding up, or any distribution of the assets, of the Corporation. Anything herein to the contrary notwithstanding, in no event shall the amount payable to a holder with respect to Excess Shares exceed the price per share such holder paid for the Shares in the Applicable Event that resulted in the Excess Shares. Any amount available for distribution in excess of the foregoing limitations shall be paid ratably to the holders of Shares and Excess Shares resulting from the exchange of Shares to the extent permitted by the foregoing limitations.

(f) Voting Rights. Holders of Excess Shares shall not be entitled to vote on any matters with respect to such Excess Shares (except as required by the General Corporation Law).

(g) Restrictions on Transfer. Excess Shares shall not be Transferable; provided, that if the Transfer restriction set forth in this Section 5.4(g) or any application thereof is determined to

be void, invalid or unenforceable by any court having jurisdiction over the issue, the Purported Record Transferee (or Purported Record Holder) may be deemed, at the option of the Corporation, to have acted as the agent of the Corporation in acquiring the Excess Shares as to which such restrictions would otherwise, by their terms, apply, and to hold such Excess Shares on behalf of the Corporation.

(h) Purchase Right in Excess Shares. The Corporation shall have the right to purchase any or all Excess Shares at a price per share equal to the price per share in the Applicable Event that created such Excess Shares (or, in the case of a devise or gift or event other than a Transfer or Acquisition which results in the issuance of Excess Shares, the fair market value per share as determined in good faith by Board at the time of such devise or gift or event other than a Transfer or Acquisition which results in the issuance of Excess Shares). Such purchase right shall be exercisable for a period of ninety (90) days from the later of (i) the date of the Applicable Event that resulted in such Excess Shares and (ii) the date on which the Board of Directors determines in good faith that an Applicable Event resulting in Excess Shares has occurred, if the Corporation does not receive a notice thereof, but in no event later than a permitted Transfer pursuant to, and in compliance with, the terms of Section 5.4(g).

(i) Remedies Not Limited. Nothing contained in this Article V shall limit the scope or application of the provisions of this Section 5.4, the ability of the Corporation to implement or enforce compliance with the terms hereof or the authority of the Board of Directors to take any such other action or actions as it may deem necessary or advisable to protect the Corporation and the interests of its stockholders to ensure compliance with the applicable Ownership Limits and the other restrictions set forth herein, including, without limitation, refusal to give effect to a transaction on the books of the Corporation.

(j) Definitions. The following terms shall have the following definitions for purposes of this Section 5.4:

(i) **"Acquire"** means the acquisition of beneficial or constructive ownership of Shares by any means, including without limitation the exercise of any rights under any option, warrant, convertible security, pledge or other security interest or similar right to acquire shares, but excluding the acquisition of any such rights unless, as a result, the acquiror would be considered a beneficial owner or a constructive owner. The terms **"Acquires"** and **"Acquisition"** shall have correlative meanings.

(ii) **"Applicable Event"** means any Transfer, Acquisition, change in the capital structure of the Corporation, other purported change in beneficial or constructive ownership (including actual ownership) of Shares or other event or transaction that, if effective, would have an effect described in Section 5.4(a) or 5.4(b), as the case may be.

(iii) **"Excess Shares Trust"** mean the trust created pursuant to Section 5.4(c).

(iv) **"Excess Shares Trustee"** means, as applicable, (i) the Corporation in its capacity as Trustee of the Excess Shares Trust and (ii) any successor trustee appointed by the Corporation.

(v) "**Ownership Limit**" means, except as provided below, 10% of the outstanding Shares.

(vi) "**Person**" means an individual, corporation, partnership, estate, trust (including a trust qualified under Section 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity, or a group as that term is used for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

(vii) "**Purported Beneficial Holder**" means, with respect to any purported Transfer or Acquisition that results in Excess Shares, the Person for whom the applicable Purported Record Holder held the Shares that were, pursuant to Section 5.4(b), automatically exchanged for Excess Shares upon the occurrence of such event or transaction. The Purported Beneficial Holder and the Purported Record Holder may be the same Person.

(viii) "**Purported Beneficial Transferee**" means, with respect to any purported Transfer or Acquisition that results in Excess Shares, the purported beneficial transferee for whom the Purported Record Transferee would have acquired Shares if such Transfer or Acquisition had been valid under Section 5.4(a)(ii). The Purported Beneficial Transferee and the Purported Record Transferee may be the same Person.

(ix) "**Purported Record Holder**" means, with respect to any purported Transfer or Acquisition that results in Excess Shares, the record holder of the Shares that were, pursuant to Section 5.4(b), automatically exchanged for Excess Shares upon the occurrence of such an event or transaction. The Purported Record Holder and the Purported Beneficial Holder can be the same Person.

(x) "**Purported Record Transferee**" means, with respect to any purported Transfer or Acquisition which results in Excess Shares, the record holder of the Shares if such Transfer had been valid under Section 5.4(a). The Purported Record Transferee and the Purported Beneficial Transferee may be the same Person.

(xi) "**Shares**" means shares of the Corporation's capital stock.

(xii) "**Transfer**" means any sale, transfer, gift, hypothecation, assignment, devise or other disposition of a direct or indirect interest in Shares or the right to vote or receive dividends on Shares (including (i) the granting of any option (including any option to acquire an option or any series of such options) or entering into any agreement for the sale, transfer or other disposition of Shares or the right to vote or receive dividends on Shares or (ii) the sale, transfer, assignment or other disposition of any securities or rights convertible into or exchangeable for Shares, whether voluntary or involuntary, of record, constructively or beneficially, and whether by operation of law or otherwise). The terms "**Transfers**," "**Transferred**" and "**Transferable**" shall have correlative meanings.

ARTICLE VI

The registered office of the Corporation shall be at 108 West 13th St., Wilmington, New Castle, Delaware 19801. The registered agent of the Corporation at that address shall be Business Filings Incorporated.

ARTICLE VII

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, make, alter or repeal the Bylaws of the Corporation. The number of Directors of the corporation may be fixed by the Bylaws.

ARTICLE VIII

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.

ARTICLE IX

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law, as amended or supplemented from time to time.

No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or any successor provision, (iv) for any transaction from which such director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the effectiveness of this provision.

Furthermore, notwithstanding the foregoing provision, in the event that the General Corporation Law is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the General Corporation Law in the certificate of incorporation, Bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X

The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law, as amended or supplemented from time to time, indemnify any and all 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 Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his 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 or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI

The Corporation is to have perpetual existence.

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