

**CERTIFICATE OF INCORPORATION  
OF  
SUNDAE LABS PBC**

**A PUBLIC BENEFIT CORPORATION**

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

The undersigned incorporator, a natural person, for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**ARTICLE I**

The name of the corporation is Sundae Labs PBC (the "Corporation").

**ARTICLE II**

1. The Corporation shall be a public benefit corporation as contemplated by subchapter XV of the Delaware General Corporation Law (the "DGCL"), or any successor provisions, that it is intended to operate in a responsible and sustainable manner and to produce a public benefit or benefits, and is to be managed in a manner that balances the stockholders pecuniary interests, the best interests of those materially affected by the Corporation's conduct, and the public benefit or benefits identified in this certificate of incorporation. If the DGCL is amended to alter or further define the management and operation of public benefit corporations, then the Corporation shall be managed and operated in accordance with the DGCL, as so amended.

2. The specific public benefits to be promoted by the Corporation shall be: (A) the development and implementation of innovative technology designed: (i) to enable individuals to securely collect, store, and control the use of their own personal behavioral, biometric, and health data, (ii) to establish a secure, non-invasive, personal human-machine interface and feedback loop, (iii) to support health and well-being, including mental health, physical health, psychological health, personal productivity, fulfillment, meaning, and purpose, (iv) to support personalized education and entertainment, and (v) to reduce and protect users from the spread of disinformation and misinformation in media and social media; and (B) the development and implementation of a platform and system designed to enable, encourage, and support the development and use of other technology, applications and content that complement, utilize, and further the purposes of the innovative technology developed and implemented by the Corporation.

3. The Corporation shall prepare and deliver its public benefit statement required by Section 366 of the DGCL annually, and shall make it available to the public on its website, or if it does not have a website, upon request. The Corporation shall prepare its public benefit statement in accordance with a third party standard applied consistently with any application of that standard in prior statements or accompanied by an explanation of the reasons for any inconsistent application. A third party standard means a credible standard for defining, reporting, and assessing a corporation's social and environmental performance that: (a) assesses the effect of the business

and its operations on the interests of those materially affected by the Corporation's conduct; (b) is developed by an organization that is not under the control of the Corporation or its affiliates, and that provides publicly available information concerning: (i) the criteria and relative weighting the standard uses to assess the Corporation's overall social and environmental performance; (ii) the process by which the standard is developed and revised; and (iii) the independence of the organization that developed the standard, including: (A) the material owners of the organization; (B) the members of the organization's governing body and how they are selected; and (C) the organization's material sources of financial support.

4. In addition to the requirements under Section 366(b) of the DGCL, the Corporation's public benefit statement shall include all of the following: (a) a narrative description of the process and rationale for selecting the third-party standard used to prepare the statement; (b) a statement of any connection between the entity that established the third-party standard, or its directors, officers, or material owners, and the Corporation, or its directors, officers, and material owners, including any financial or governance relationship that might materially affect the credibility of the objective assessment of the third-party standard; and (c) An assessment of the Corporation's creation of a material positive impact on society and the environment, taken as a whole, from the business and operations of the Corporation.

### **ARTICLE III**

The address of the Corporation's registered office in the state of Delaware is 16192 Coastal Highway, in the city of Lewes, county of Sussex, Zip Code 19958. The name of its registered agent at such address is Harvard Business Services, Inc.

### **ARTICLE IV**

1. The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.00001 per share.

2. The Board of Directors of the Corporation, in its discretion, may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares, or that the Corporation shall issue electronic share certificates for some or all of any or all classes or series of its stock.

### **ARTICLE V**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the state of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation. The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

## **ARTICLE VI**

1. To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. Solely for purposes of this paragraph, "officer" shall have the meaning provided in Section 102(b)(7) of the Delaware General Corporation Law as amended from time to time.

2. The Corporation shall indemnify (and provide advancement of costs and expenses, including but not limited to reasonable legal fees) to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

3. Neither any amendment nor repeal of this OI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this OI, shall eliminate or reduce the effect of this OI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this OI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **ARTICLE VII**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

## **ARTICLE VIII**

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 asserting a claim on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former 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, (D) any action or proceeding asserting a claim as to which the Delaware General Corporation Law confers jurisdiction upon the Court of Chancery of the State of Delaware, or (E) 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.

## ARTICLE IX

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

Name: Thomas S. McNamara  
Address: 123 South Broad Street, Suite 1200  
Philadelphia, PA 19109

Executed on August 12, 2024

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Incorporator  
Thomas S. McNamara