

# Delaware

The First State

Page 1

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 OWNERSHIP, WHICH MERGES:

"PROXYCLICK INC.", A DELAWARE CORPORATION,  
WITH AND INTO "EPTURA, INC." UNDER THE NAME OF "EPTURA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2023, AT 1:39 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2023 AT 10:30 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

2262223 8100M  
SR# 20230284808

Authentication: 202602764  
Date: 01-30-23

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**PROXYCLICK INC.**  
**(a Delaware corporation)**

**with and into**

**EPTURA, INC.**  
**(a Delaware corporation)**

\* \* \* \* \*

*(In accordance with the provisions of Section 253 of the  
General Corporation Law of the State of Delaware)*

\* \* \* \* \*

The undersigned, on behalf of Eptura, Inc., a Delaware corporation incorporated on the 6th day of May, 1991 pursuant to provisions of the General Corporation Law of the State of Delaware (the "Corporation"), desiring to merge Proxyclick Inc., a Delaware corporation, (the "Subsidiary"), with and into the Corporation;

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation owns 100% of the capital stock of the Subsidiary, pursuant to the provisions of the General Corporation Law of the State of Delaware, and

**SECOND:** That the board of directors of the Corporation duly adopted resolutions on the 26th day of January 2023, as set forth below approving the merger of the Subsidiary with and into the Corporation (the "Merger");

WHEREAS, the Corporation lawfully owns 100% of the issued and outstanding stock of Proxyclick Inc., a Delaware corporation (the "Subsidiary"), and

WHEREAS, the Corporation desires to merge into itself the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation with the Corporation remaining as the surviving entity and assuming all of the Subsidiary liabilities and obligations (the "Merger").

FURTHER RESOLVED, that the Merger be, and hereby is, in all respects approved.

FURTHER RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger, dated as of the date hereof (the "Merger Agreement"), by and between the Corporation and the Subsidiary, substantially in the form reviewed by the undersigned, and the Corporation's performance of its obligations under the Merger Agreement be, and are hereby, in all respects, approved.

FURTHER RESOLVED, that the President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Secretary of the Corporation (the "Authorized Officers") be, and each hereby is, directed to make and execute the Merger Agreement and a Certificate of Ownership, to be filed with the office of the Secretary of State of Delaware, with such change therein or modification thereto as such Authorized Officers shall in their sole discretion deem necessary, proper or advisable.

FURTHER RESOLVED, that the Authorized Officers be, and each hereby is, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger.

FURTHER RESOLVED, that the Merger, upon filing of the Certificate of Merger with the Secretary of State of the State of Delaware, shall be effective January 31, 2023 at 10:30 a.m. ET with the Secretary of State of the State of Delaware.

**THIRD:** That anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the board of directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

**FOURTH:** The merger shall become effective on January 31, 2023 at 10:30 a.m. ET with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be signed by an authorized officer this 27th day of January, 2023.

EPTURA, INC.

By: /s/ Brandon Holden

Name: Brandon Holden

Title: Chief Executive Officer and President