

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 6, 2025**

**CIRCLE INTERNET GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-42671**  
(Commission File Number)

**99-2840247**  
(I.R.S. Employer  
Identification Number)

**One World Trade Center  
New York, NY 10007  
(332) 334-0660**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.0001 per share	CRCL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth under Item 5.03 below is incorporated by reference into this Item 3.03.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 6, 2025, Circle Internet Group, Inc. (the “Company”) filed its amended and restated certificate of incorporation (the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware, and its amended and restated bylaws (the “Bylaws”) became effective, in connection with the closing of the initial public offering of shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”). As described in the final prospectus, dated June 4, 2025 (the “Prospectus”), relating to the Registration Statement on Form S-1 (File No. 333-286310), as amended, filed with the Securities and Exchange Commission on June 5, 2025, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, the Company’s board of directors and stockholders previously approved the amendment and restatement of these documents to be effective immediately prior to the closing of the Company’s initial public offering. A description of certain provisions of the Certificate of Incorporation and the Bylaws is set forth in the section titled “Description of capital stock” in the Prospectus.

The foregoing description of the Certificate of Incorporation and the Bylaws is qualified in its entirety by reference to the full text of (1) the Certificate of Incorporation filed as Exhibit 3.1 hereto and (2) the Bylaws filed as Exhibit 3.2 hereto, each of which is incorporated herein by reference.

**Item 8.01 Other Events.**

On June 6, 2025, the Company completed its initial public offering of an aggregate of 34,000,000 shares of Class A Common Stock, consisting of 14,800,000 shares of Class A Common Stock sold by the Company and 19,200,000 shares of Class A Common Stock sold by selling stockholders, at a price to the public of \$31.00 per share. The gross proceeds to the Company from the initial public offering were \$458,800,000.00, before deducting underwriting discounts and commissions and offering expenses payable by the Company. The Company did not receive any proceeds from the sale of shares of Class A Common Stock in the offering by the selling stockholders.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are being filed herewith:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Amended and Restated Certificate of Incorporation of Circle Internet Group, Inc.</a>
<a href="#">3.2</a>	<a href="#">Amended and Restated Bylaws of Circle Internet Group, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CIRCLE INTERNET GROUP, INC.

Date: June 6, 2025

By: /s/ Sarah K. Wilson

Name: Sarah K. Wilson

Title: General Counsel and Corporate Secretary

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**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CIRCLE INTERNET GROUP, INC.**

The current name of this corporation is Circle Internet Group, Inc. (the "Corporation"). The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 19, 2024, under its current name. This amended and restated certificate of incorporation, which restates, integrates, and amends the provisions of the certificate of incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware and by the written consent of the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware. The Corporation's certificate of incorporation is hereby amended and restated to read in its entirety as follows:

**Article 1. Name**

The name of the Corporation is Circle Internet Group, Inc. (the "Corporation").

**Article 2. Registered Office and Agent**

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

**Article 3. Purpose and Powers**

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 (as the same exists or may hereafter be amended, "Delaware Law").

**Article 4. Capital Stock**

**A. Authorized Shares**

The total number of shares of stock that the Corporation shall have authority to issue is 4,000,000,000 shares, which shall be divided into two classes, consisting of (i) 3,500,000,000 shares of common stock, par value \$0.0001 per share ("Common Stock"), which shall be divided into three series, consisting of 2,500,000,000 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), 500,000,000 shares of Class B common stock, par value \$0.0001 per share ("Class B Common Stock"), and 500,000,000 shares of Class C common stock, par value \$0.0001 per share ("Class C Common Stock"), and (ii) 500,000,000 shares of Preferred Stock, par value \$0.0001 per share ("Preferred Stock").

Upon this amended and restated certificate of incorporation (as the same may be amended, modified, supplemented, and/or restated from time to time, the "Certificate of Incorporation") becoming effective pursuant to Delaware Law (the "Effective Time"), each share of the Corporation's Class A common stock, par value \$0.0001 per share, Class B common stock, par value \$0.0001 per share, Series A preferred stock, par value \$0.0001 per share, Series B preferred stock, par value \$0.0001 per share, Series C preferred stock, par value \$0.0001 per share, Series C-1 preferred stock, par value \$0.0001 per share, Series D preferred stock, par value \$0.0001 per share, Series E preferred stock, par value \$0.0001 per share, and Series F preferred stock, par value \$0.0001 per share, in each case, outstanding or held by the Corporation as treasury shares as of immediately before the Effective Time (collectively, the "Old Stock") shall automatically be reclassified and become as one validly issued, fully paid, and non-assessable share of Class A Common Stock, without any action on the part of the holders of such shares (the "Reclassification"). Immediately following the effectiveness of the Reclassification, each share of Class A Common Stock held of record by Jeremy Allaire or P. Sean Neville (each, a "Founder"), any Allaire Entity, or any Neville Entity shall automatically be converted into one validly issued, fully paid, and

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non-assessable share of Class B Common Stock, without any action on the part of the holders of such shares or the Corporation.

The Board of Directors is hereby empowered, without any action or vote by the Corporation's stockholders (except as may otherwise be provided by the terms of any series of Preferred Stock then outstanding), to authorize by resolution or resolutions from time to time the issuance, out of any theretofore authorized but unissued and undesignated shares of Preferred Stock, of one or more series of Preferred Stock and to fix the designations, powers (including voting powers), preferences and relative, participating, optional, special, or other rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to each such series of Preferred Stock and the number of shares constituting each such series, in any such series to the extent permitted by Delaware Law.

## **B. Powers and Rights of Common Stock**

The description of the Class A Common Stock, Class B Common Stock, and Class C Common Stock, and the designations, powers, preferences and relative, participating, optional, or other special rights, and the qualifications, limitations, or restrictions thereof, are as follows:

1. *Identical Rights.* Except as otherwise expressly provided by this Certificate of Incorporation or required by applicable law, shares of Class A Common Stock, Class B Common Stock, and Class C Common Stock shall have the same rights, powers, and privileges and rank equally (including as to dividends and distributions, and any liquidation, dissolution, or winding up of the Corporation), share ratably and be identical in all respects as to all matters.

2. *Reclassification, Split, Subdivision, or Combination.* If the Corporation in any manner reclassifies, splits, subdivides, or combines the outstanding shares of Class A Common Stock, Class B Common Stock, or Class C Common Stock, the outstanding shares of each other series of Common Stock shall concurrently therewith be proportionately reclassified, split, subdivided, or combined in a manner that maintains the same proportionate equity ownership among the holders of the outstanding shares of Class A Common Stock, the holders of the outstanding shares of Class B Common Stock, and the holders of the outstanding shares of Class C Common Stock on the record date for such reclassification, split, subdivision, or combination, as the case may be.

3. *Voting Rights.* Except as otherwise expressly provided by this Certificate of Incorporation or required by applicable law, holders of Class A Common Stock, Class B Common Stock, and Class C Common Stock shall vote together as a single class on all matters on which stockholders of the Corporation generally are entitled to vote. To the fullest extent permitted by law, except as otherwise expressly provided by this Certificate of Incorporation, (i) each holder of Class A Common Stock, as such, shall be entitled to one vote for each share of Class A Common Stock held of record by such holder on all matters on which stockholders of the Corporation generally are entitled to vote, (ii) each holder of Class B Common Stock, as such, shall be entitled to five votes for each share of Class B Common Stock held of record by such holder on all matters on which stockholders of the Corporation generally are entitled to vote; *provided, however,* that if the aggregate voting power of all outstanding shares of Class B Common Stock entitled to vote on a matter on which stockholders of the Corporation are entitled to vote generally exceeds 30% of the aggregate voting power of the capital stock of the Corporation outstanding and entitled to vote on such matter, then the number of votes on such matter to which each outstanding share of Class B Common Stock is entitled shall be automatically and proportionally reduced so that the aggregate voting power of all outstanding shares of Class B Common Stock entitled to vote on such matter equals 30% of the aggregate voting power of the capital stock of the Corporation outstanding and entitled to vote on such matter, and (iii) each holder of Class C Common Stock, as such, shall not be entitled to vote on and shall not have any voting power with respect to shares of Class C Common Stock held of record by such holder on any matter on which stockholders of the Corporation generally are entitled to vote (including, for the avoidance of doubt, the election and removal of directors) other than to the extent set forth herein or otherwise required by Delaware Law. Notwithstanding anything to the contrary in this Certificate of Incorporation, except as otherwise required by applicable law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of

Incorporation (including any certificate of designations relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series of Preferred Stock are entitled, either separately or together with the holders of one or more other such affected series of Preferred Stock, to vote thereon pursuant to this Certificate of Incorporation (including any certificate of designations relating to any class or series of Preferred Stock) or pursuant to Delaware Law. Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) without a separate class vote of the holders of Common Stock or Preferred Stock irrespective of the provisions of Section 242(b)(2) of the Delaware Law.

4. *Dividends.* Whenever a dividend is paid to the holders of Class A Common Stock, Class B Common Stock, or Class C Common Stock then outstanding, the Corporation shall also pay to the holders of each other series of Common Stock then outstanding an equal dividend per share on an equal priority, *pari passu* basis, unless different treatment of the shares of each such series is or has been approved by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class A Common Stock entitled to vote thereon, by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class B Common Stock entitled to vote thereon and, if and only if such different treatment would significantly and adversely affect the rights or preferences of the holders of the Class C Common Stock, then by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class C Common Stock entitled to vote thereon, each voting separately as a class; *provided, however*, that (x) if the dividend is paid in the form of shares of Class A Common Stock, Class B Common Stock, or Class C Common Stock (or securities convertible into or exchangeable for, or that evidence the right to purchase or acquire, shares of Class A Common Stock, Class B Common Stock, or Class C Common Stock), then the holders of Class A Common Stock shall receive shares of Class A Common Stock (or securities convertible into or exchangeable for, or that evidence the right to purchase or acquire, shares of Class A Common Stock), holders of Class B Common Stock shall receive shares of Class B Common Stock (or securities convertible into or exchangeable for, or that evidence the right to purchase or acquire, shares of Class B Common Stock), and holders of Class C Common Stock shall receive shares of Class C Common Stock (or securities convertible into or exchangeable for, or that evidence the right to purchase or acquire, shares of Class C Common Stock), with each share of Common Stock receiving an identical number of shares of Common Stock (or securities convertible into or exchangeable for, or that evidence the right to purchase or acquire, shares of Common Stock), (y) if the dividend is paid in securities of the Corporation other than those in clause (x), then the holders of Class A Common Stock, Class B Common Stock, and Class C Common Stock will receive identical securities on an equal per share basis, except that, if the securities received by the holders of Class C Common Stock would be deemed a Class of Voting Shares, such securities shall by their terms have no voting rights, and (z) if the dividend is paid in securities of a Person other than the Corporation, then the holders of Class A Common Stock, Class B Common Stock, and Class C Common Stock will either receive identical securities on an equal per share basis or receive different classes or series of securities of such Person on an equal per share basis, or, in the case of holders of Class C Common Stock, a holder of Class C Common Stock may elect to instead receive the cash equivalent of such securities (as determined by the Corporation), *provided* that such different classes or series of securities do not differ in any respect other than their relative voting rights, with holders of Class B Common Stock receiving the class or series of securities having higher relative voting rights as compared to, and proportional with the existing relative voting rights of, the holders of Class A Common Stock, and holders of Class A Common Stock receiving securities of a class or series having lesser relative voting rights as compared to, and proportional with the existing relative voting rights of, the holders of Class B Common Stock, and holders of Class C Common Stock receiving securities of a class or series having no voting rights.

5. *Mergers and Consolidations.* In connection with any merger or consolidation of the Corporation with or into any other entity, or any other transaction having an effect on stockholders substantially similar to that resulting from a merger or consolidation, shares of Class A Common Stock, Class B Common Stock, and Class C Common Stock shall be treated equally, identically, and ratably, on a per share basis, including with respect to any consideration into which such shares are converted or

any consideration paid or otherwise distributed to holders of Common Stock, unless different treatment of the shares of each such series is or has been approved by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class A Common Stock entitled to vote thereon, by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class B Common Stock entitled to vote thereon, and, if and only if such different treatment would significantly and adversely affect the rights or preferences of the holders of the Class C Common Stock, then by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class C Common Stock entitled to vote thereon, each voting separately as a class; *provided, however*, the holders of Class A Common Stock, Class B Common Stock, and Class C Common Stock shall be deemed to have been treated equally, identically, and ratably, on a per share basis, and no such separate class votes shall be required, if such holders receive different classes or series of securities on an equal per share basis, *provided* that such different classes or series of securities do not differ in any respect other than their relative voting rights, with holders of Class B Common Stock receiving the class or series of securities having higher relative voting rights as compared to, and proportional with the existing relative voting rights of, the holders of Class A Common Stock, and holders of Class A Common Stock receiving securities of a class or series having lesser relative voting rights as compared to, and proportional with the existing relative voting rights of, the holders of Class B Common Stock, and holders of Class C Common Stock receiving securities of a class or series having no voting rights. Notwithstanding anything to the contrary in this Certificate of Incorporation, in determining whether shares of Class A Common Stock, Class B Common Stock, and Class C Common Stock will be treated equally, identically and ratably, on a per share basis, the following shall not be considered: (i) any consideration to be paid to or received by a holder of Common Stock pursuant to any indemnification, bona fide employment, consulting, severance, or similar services arrangement and (ii) any consideration to be paid to or received by a holder of Common Stock pursuant to any negotiated agreement between such holder (or any affiliate thereof) with any counterparty (or affiliate thereof) to such merger, consolidation, or other transaction wherein such holder (or affiliate thereof) is contributing, selling, transferring, or otherwise disposing of shares of the Corporation's capital stock to such counterparty (or affiliate thereof), or such shares are being converted or exchanged, as part of a "rollover" or similar transaction in connection with such merger, consolidation, or other transaction.

6. *Liquidation and Dissolution.* In the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, shares of Class A Common Stock, Class B Common Stock, and Class C Common Stock shall be treated equally, identically and ratably, on a per share basis, and be entitled to receive an equal amount per share of all the assets of the Corporation of whatever kind available for distribution to holders of shares of any class of capital stock of the Corporation, after payment or provision for payment of the debts and liabilities of the Corporation and subject to the payment in full of the preferential or other amounts to which any series of Preferred Stock are entitled, unless different treatment of the shares of each such series is or has been approved by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class A Common Stock entitled to vote thereon, by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class B Common Stock entitled to vote thereon and, if and only if such different treatment would significantly and adversely affect the rights or preferences of the holders of the Class C Common Stock, then by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class C Common Stock entitled to vote thereon, each voting separately as a class.

### **C. Conversion**

1. *Voluntary Conversion of Class B Common Stock.* Subject to this Article 4.C, each share of Class B Common Stock shall be voluntarily convertible into one fully paid and non-assessable share of Class A Common Stock at the option of the holder of such share of Class B Common Stock at any time and from time to time and without payment of additional consideration by such holder.

2. *Mechanics of Voluntary Conversion of Class B Common Stock.* In order for a holder of shares of Class B Common Stock to voluntarily convert such shares of Class B Common Stock into shares of Class A Common Stock pursuant to Article 4.C.1, such holder shall (i) provide written notice

("Conversion Notice") to the Corporation's transfer agent at the office of the transfer agent for the Common Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent for the Common Stock), stating the number of shares of Class B Common Stock that such holder elects to convert (and, if applicable, any event on which such conversion is contingent) and such holder's name or the names of the nominees in which such holder wishes the shares of Class A Common Stock to be issued and (ii) surrender the certificate or certificates, if any, representing such shares of Class B Common Stock (or, if such holder alleges that such certificate has been lost, stolen, or destroyed, an affidavit stating that such certificate has been lost, stolen, or destroyed and an agreement reasonably acceptable to the Corporation (which may include a requirement to post a bond) to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate (a "Lost Certificate Affidavit and Agreement")) at the Corporation's principal executive offices. If required by the Corporation, any certificate or certificates so surrendered shall be endorsed or accompanied by a written instrument or instruments of transfer, in a form reasonably satisfactory to the Corporation, duly executed by the registered holder or by his, her, or its attorney duly authorized in writing. Upon the receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of the documents provided by this Article 4.C.2 (the "Voluntary Conversion Time"), the shares of Class A Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date and all rights with respect to the shares of Class B Common Stock, converted at such Voluntary Conversion Time shall terminate, except for only (i) the rights of the holder of such shares to receive any dividends declared but unpaid on the shares of Class B Common Stock held of record by such holder as of the record date for such dividend, if such record date was at or prior to the Voluntary Conversion Time, that have been converted into shares of Class A Common Stock at such Voluntary Conversion Time, and (ii) if the shares of Class B Common Stock converted at such Voluntary Conversion Time were represented by a certificate or certificates immediately prior to such Voluntary Conversion Time and less than all of the shares of Class B Common Stock represented by any one certificate were converted at such Voluntary Conversion Time, the rights of the holder of such shares to receive a new certificate representing the shares of Class B Common Stock not so converted at such Voluntary Conversion Time.

3. *Mandatory Conversion of Class B Common Stock.* Each share of Class B Common Stock shall automatically, without any further action by the Corporation or the holder thereof, be converted into one fully paid and non-assessable share of Class A Common Stock upon the earliest to occur of (each, a "Mandatory Conversion Time"): (i) a Transfer other than a Permitted Transfer of such share of Class B Common Stock; (ii) in the case of Class B Common Stock held by any trust, partnership, corporation, foundation, charity, or other entity, upon such trust, partnership, corporation, foundation, charity, or other entity ceasing to be an Allaire Entity or a Neville Entity; (iii) the approval of such conversion by the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class B Common Stock entitled to vote thereon, voting separately as a class, and the satisfaction or occurrence of any condition or event on which such conversion is contingent, as specified in such approval; (iv) 5:00 p.m., New York time, on the first day on which the aggregate number of shares of Class B Common Stock held (in street name or as a holder of record) by Jeremy Allaire and all Allaire Entities is less than 50% of the aggregate number of shares of Class B Common Stock held (in street name or as a holder of record) by Jeremy Allaire and all Allaire Entities at 5:00 p.m., New York time, on the day of the Effective Time; (v) 5:00 p.m., New York time, on the first day on which Jeremy Allaire is neither the Chief Executive Officer of the Corporation nor the Chairperson of the Board of Directors of the Corporation; and (vi) 5:00 p.m., New York time, on the date that is five years after the day of the Effective Time.

4. *Policies and Procedures with Respect to Class B Common Stock.* The Corporation may, from time to time, require that a holder of shares of Class B Common Stock furnish affidavits or other proof to the Corporation as it deems necessary to verify the ownership of shares of Class B Common Stock and to confirm that a conversion to shares of Class A Common Stock has not occurred. Promptly following any conversion of Class B Common Stock at a Mandatory Conversion Time, each holder of shares of Class B Common Stock that have been converted into shares of Class A Common Stock at such Mandatory Conversion Time shall surrender the certificate or certificates, if any, representing such shares of Class B Common Stock (or, if such holder alleges that such certificate has been lost, stolen, or destroyed, a Lost Certificate Affidavit and Agreement) to the Corporation's transfer agent at the office of

the transfer agent for the Common Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent for the Common Stock. If required by the Corporation, any certificate or certificates so surrendered shall be endorsed or accompanied by a written instrument or instruments of transfer, in form reasonably satisfactory to the Corporation, duly executed by the registered holder or by his, her, or its attorney duly authorized in writing. Upon the occurrence of a Mandatory Conversion Time, the shares of Class A Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date and all rights with respect to the shares of Class B Common Stock converted at such Mandatory Conversion Time shall terminate, except for only (i) the rights of the holder of such shares to receive any dividends declared but unpaid on the shares of Class B Common Stock held of record by such holder as of the record date for such dividend, if such record date was at or prior to the Mandatory Conversion Time, that have been converted into shares of Class A Common Stock at such Mandatory Conversion Time, and (ii) if the shares of Class B Common Stock converted at such Mandatory Conversion Time were represented by a certificate or certificates immediately prior to such Mandatory Conversion Time and less than all of the shares of Class B Common Stock represented by any one certificate were converted at such Mandatory Conversion Time, the rights of the holder of such shares to receive a new certificate representing the shares of Class B Common Stock not so converted at such Mandatory Conversion Time.

5. *Conversion of Class C Common Stock.* Each share of Class C Common Stock shall continue to be a share of Class C Common Stock for as long as it is owned or controlled by a BHC Stockholder, or any other assignee or transferee of such BHC Stockholder; provided, however, that any such share of Class C Common Stock shall convert to a share of Class A Common Stock in the hands of a third party that is not an "affiliate" (as that term is defined for purposes of the BHC Act) of such BHC Stockholder or assignee or transferee of such BHC Stockholder upon the third party's election, submitted in writing to the Corporation, but only if (x) such election is made at the time of such assignment or transfer and (y) such Class C Common Stock is assigned or transferred to a person that is not an "affiliate" (as that term is defined for purposes of the BHC Act) of the assignor or transferor and such assignment or transfer is: (i) to the Corporation; (ii) in a transaction in which no assignee or transferee (or group of associated assignees or transferees) would receive 2% or more of the outstanding shares of any Class of Voting Shares of the Corporation; (iii) in a widespread public distribution; or (iv) to an assignee or transferee that would control more than 50% of every Class of Voting Shares of the Corporation without any transfer from the assignor or transferor.

6. *Effect of Conversion.* Any shares of Class B Common Stock converted pursuant to this Certificate of Incorporation shall be automatically and immediately cancelled and retired and shall not be reissued, sold, or transferred, and the authorized number of shares of Class B Common Stock shall be automatically reduced accordingly. Any shares of Class C Common Stock converted pursuant to this Certificate of Incorporation shall be automatically and immediately cancelled and retired.

7. *Definitions.* For purposes of this Certificate of Incorporation:

- "affiliate" means, with respect to any Person, (i) any Person directly or indirectly controlling, controlled by, or under common control with such Person, (ii) any Person directly or indirectly owning or controlling ten percent (10%) or more of any class of outstanding voting securities of such Person, or (iii) any officer, director, general partner, or trustee of any such Person described in clause (i) or (ii).
- "Allaire Entity" means (i) a trust formed solely for the benefit of Jeremy Allaire or his Immediate Family Members and controlled by Jeremy Allaire and (ii) a partnership, corporation, foundation, charity, or other entity controlled by Jeremy Allaire.
- "Beneficially Owned" has such meaning as is set forth in Rule 13d-3 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). "Beneficial Ownership" and "Beneficially Owns" shall have correlative meanings.
- "BHC Act" means the U.S. Bank Holding Company Act of 1956.

- “BHC Stockholder” means any stockholder that is subject to the BHC Act, including any “affiliate” of such stockholder as that term is defined for purposes of the BHC Act, that provides the Corporation with written notice stating that the stockholder irrevocably elects to be treated as a BHC Stockholder for purposes of this Certificate of Incorporation. A BHC Stockholder shall cease to be a BHC Stockholder upon providing written notice to the Corporation that, due to a change of law or regulation, change to its business or operations, divestiture or other transaction, it has ceased to be a BHC Stockholder, provided that any share of Class C Common Stock may only convert to a share of Class A Common Stock pursuant to Article 4.C.5 and shall not convert to a share of Class A Common Stock (or any other series other than of Class C Common Stock) pursuant to the BHC Stockholder’s provision of such written notice.
- “Class of Voting Shares” has the same meaning given to that term in Section 225.2(q)(3) of Regulation Y of the Board of Governors of the Federal Reserve System (12 C.F.R. § 225.2(q)(3)).
- “control” (including the terms “controlling,” “controlled by,” and “under common control with”), with respect to the relationship between or among two or more Persons, means the possession, directly or indirectly, of the power to direct or cause the direction of the affairs or management of a Person, whether through the ownership of voting securities, as trustee or executor, by contract or otherwise.
- “Immediate Family Member” means, with respect to a natural person, such person’s child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including, adoptive relationships.
- “Neville Entity” means (i) a trust formed solely for the benefit of P. Sean Neville or his Immediate Family Members and controlled by P. Sean Neville and (ii) a partnership, corporation, foundation, charity, or other entity controlled by P. Sean Neville.
- “Permitted Transfer” means a Transfer from a holder of shares of Class B Common Stock to any Permitted Transferee, or a transfer from a Permitted Transferee to another Permitted Transferee or back to such original holder.
- “Permitted Transferee” means (i) a Founder, (ii) any Allaire Entity, and (iii) any Neville Entity.
- “Person” means a natural person, corporation, limited liability company, partnership, joint venture, trust, unincorporated association, or other legal entity.
- “Rights” means any option, warrant, restricted stock unit, restricted stock award, performance stock award, phantom stock, equity award, conversion right, or contractual right of any kind held by a Founder to acquire shares of the Corporation’s authorized but unissued capital stock.
- “Transfer” of a share of Class B Common Stock shall mean any direct or indirect sale, assignment, transfer, conveyance, hypothecation, or other transfer or disposition of such share or any legal or beneficial interest in such share (a “transfer”), whether or not for value and whether voluntary or involuntary or by merger, consolidation, or by operation of law, including, without limitation, a transfer of a share of Class B Common Stock to a broker or other nominee (regardless of whether there is a corresponding change in Beneficial Ownership), a transfer of a share of Class B Common Stock among two or more unaffiliated or unrelated holders, or the transfer of, or entering into a binding agreement with respect to, Voting Control over such share by proxy or otherwise (unless, in each case, otherwise explicitly exempted from the definition of “Transfer” hereunder), *provided, however*, that the following shall not be considered a “Transfer”: (i) the grant of a proxy to officers or directors of

the Corporation at the request of the Board of Directors in connection with actions to be taken at an annual or special meeting of stockholders; (ii) the pledge of shares of Class B Common Stock by a stockholder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction for so long as such stockholder continues to exercise Voting Control over such pledged shares; *provided, however*, that a foreclosure on such shares or other similar action by the pledgee shall constitute a Transfer unless such foreclosure or similar action qualifies as a Permitted Transfer; (iii) the fact that the spouse of any holder of shares of Class B Common Stock possesses or obtains an interest in such holder's shares of Class B Common Stock arising solely by reason of the application of the community property laws of any jurisdiction, so long as no other event or circumstance shall exist or have occurred that constitutes a "Transfer" of such shares of Class B Common Stock; *provided* that any transfer of shares by any holder of shares of Class B Common Stock to such holder's spouse, including a transfer in connection with a divorce proceeding, domestic relations order or similar legal requirement, shall constitute a "Transfer" of such shares of Class B Common Stock unless otherwise exempt from the definition of "Transfer"; (iv) entering into a trading plan pursuant to Rule 10b5-1 under the Exchange Act with a broker or other nominee where the holder entering into the plan retains Voting Control over the shares; *provided, however*, that a Transfer of such shares of Class B Common Stock by such broker or other nominee shall constitute a "Transfer" at the time of such Transfer; (v) entering into a support, voting, tender, or similar agreement, arrangement, or understanding (with or without granting a proxy) in connection with a merger or consolidation of the Corporation, or any other transaction having an effect on stockholders substantially similar to that resulting from a merger or consolidation, or taking any actions contemplated thereby; *provided* that such merger, consolidation, or other transaction and such agreement or understanding were approved by the Board of Directors in advance of the entry into such agreement or understanding; or (vi) any proxy granted, or proxy agreement entered into, before the Effective Time with respect to the voting of any of the Corporation's capital stock to which the Corporation is a party that terminates upon the consummation of the sale of shares of capital stock of the Corporation to the public in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act").

- "Voting Control" means, with respect to a share of Class B Common Stock, the exclusive power (whether directly or indirectly) to vote or direct the voting of such share of Class B Common Stock by proxy, voting agreement, or otherwise.

#### **D. Reservation of Stock**

The Corporation shall at all times while shares of Class B Common Stock or Class C Common Stock are outstanding 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 outstanding shares of Class B Common Stock and Class C Common Stock, such number of shares of Class A Common Stock as will from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock and Class C Common Stock into shares of Class A Common Stock.

#### **E. No Further Issuances of Class B Common Stock**

Except for the issuance of shares of Class B Common Stock upon the automatic conversion of Class A Common Stock contemplated by the second paragraph of Article 4.A, the issuance of shares of Class B Common Stock issuable upon exercise or settlement of Rights outstanding immediately prior to the Effective Time, any dividend payable in accordance with Article 4.B.4, any consideration to be paid to or received in connection with any merger or consolidation of the Corporation, or any other transaction having an effect on stockholders substantially similar to that resulting from a merger or consolidation, in accordance with Article 4.B.5, or a reclassification, split, subdivision, or combination in accordance with Article 4.B.2, the Corporation shall not issue any additional shares of Class B Common Stock after the Effective Time.

## Article 5. Bylaws

The Board of Directors shall have the power to adopt, amend, or repeal, in whole or in part, the bylaws of the Corporation (as in effect from time to time, the “Bylaws”) without the assent or vote of the stockholders in any manner not inconsistent with Delaware Law or this Certificate of Incorporation.

The stockholders may adopt, amend, or repeal, in whole or in part, the Bylaws only with the affirmative vote of the holders of not less than 66⅔% of the voting power of all outstanding securities of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

## Article 6. Board of Directors

### A. Power of the Board of Directors

Except as otherwise provided by this Certificate of Incorporation or Delaware Law, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

### B. Number, Election, and Removal of Directors

Subject to the special rights of the holders of any outstanding series of Preferred Stock, voting separately as a separate series or together with the holders of one or more other series, to elect directors, the total number of directors constituting the Board of Directors shall be a number not less than three nor more than twelve, with the exact number of directors to be determined from time to time exclusively by the affirmative vote of a majority of the members of the Board of Directors then in office.

The directors (other than any directors elected by the holders of any outstanding series of Preferred Stock, voting separately as a separate series or together with the holders of one or more other series, to elect directors) shall be divided into three classes, designated Class I, Class II, and Class III. Each director shall serve for a term ending on the date of the third annual meeting of stockholders next following the annual meeting at which such director was elected; *provided* that directors initially designated as Class I directors shall serve for a term ending on the date of the first annual meeting of stockholders following the initial public offering of the Corporation’s Class A Common Stock, directors initially designated as Class II directors shall serve for a term ending on the date of the second annual meeting of stockholders following the initial public offering of the Corporation’s Class A Common Stock, and directors initially designated as Class III directors shall serve for a term ending on the date of the third annual meeting of stockholders following the initial public offering of the Corporation’s Class A Common Stock. Notwithstanding the foregoing, each director shall hold office until the annual meeting at which such director’s term expires and until such director’s successor shall have been duly elected and qualified or until such director’s earlier death, resignation, retirement, disqualification, or removal from office. The Board of Directors is authorized to assign members of the Board of Directors in office immediately prior to the Effective Time to such classes at the time such classification becomes effective. In no event will a decrease in the number of directors shorten the term of any incumbent director.

There shall be no cumulative voting in the election of directors. Unless and except to the extent that the Bylaws shall so require, the election of directors need not be by written ballot.

Subject to the special rights of the holders of any outstanding series of Preferred Stock, voting separately as a separate series or together with the holders of one or more other series, to elect directors, vacancies on the Board of Directors resulting from the death, resignation, retirement, disqualification, removal, or otherwise of a director or directors and newly created directorships resulting from any increase in the number of directors shall, except as otherwise required by law, be filled solely by a majority of the directors then in office (although less than a quorum) or by the sole remaining director (and not by stockholders), and each director so elected shall hold office for a term that shall coincide with the term of the class to which such director shall have been elected and until such director’s successor shall have been duly elected and qualified or until such director’s earlier death, resignation, retirement, disqualification, or removal from office.

Subject to the special rights of the holders of any outstanding series of Preferred Stock, voting separately as a separate series or together with the holders of one or more other series, to elect directors, no director may be removed from office except for cause with the affirmative vote of the holders of not less than a majority of the total voting power of all outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

**C. Preferred Stock Directors**

Notwithstanding any other provision of this Article 6, and except as otherwise required by law, whenever the holders of any outstanding series of Preferred Stock shall have the right, voting separately as a series or together with one or more other series, to elect one or more directors, the term of office, the filling of vacancies, the removal from office, and other features of such directorships shall be governed by the terms of such series of Preferred Stock as set forth in this Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock) and such directors shall not be included in any of the classes created pursuant to Article 6.B unless expressly provided by such terms. Except as otherwise provided for or fixed pursuant to the provisions of Article 4, whenever the holders of any outstanding series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to said provisions, the terms of office of all directors elected by the holders of such Preferred Stock, or elected to fill any vacancies resulting from the death, resignation, disqualification, or removal of such additional directors, shall forthwith terminate (in which case such director shall cease to be qualified as a director and shall cease to be a director) and the total authorized number of directors of the Corporation shall be automatically reduced accordingly.

**Article 7. Meetings and Actions of Stockholders**

**A. Special Meetings**

Special meetings of the stockholders may be called only by the Board of Directors, by the Chairperson of the Board of Directors, or by the Corporation's Chief Executive Officer. Notwithstanding the foregoing, whenever holders of any outstanding series of Preferred Stock shall have the right, voting separately as a series or together with one or more other series of Preferred Stock, to elect directors, such holders may call, pursuant to the terms of such series of Preferred Stock adopted by resolution or resolutions adopted by the Board of Directors pursuant to Article 4.A hereto, a special meeting of the holders of such series of Preferred Stock for the purpose of voting on the election or removal of any such director.

**B. No Action by Consent of Stockholders without a Meeting**

Subject to the rights of the holders of any series of Preferred Stock then outstanding, as may be set forth in the resolution or resolutions adopted by the Board of Directors pursuant to Article 4.A hereto for such series of Preferred Stock, any action required or permitted to be taken at any annual or special meeting of stockholders may be taken only upon the vote of stockholders at an annual or special meeting of stockholders and may not be taken by consent of stockholders without a meeting.

**Article 8. Indemnification**

**A. Limited Liability**

To the fullest extent permitted by Delaware Law, 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. Any amendment, repeal, or elimination of this Article 8 or the adoption of any provision of the Certificate of Incorporation inconsistent with this Article 8, shall not affect its application with respect to an act or omission by a director or officer occurring before such amendment, adoption, repeal, or elimination.

## **B. Right to Indemnification**

Each person (and the heirs, executors, or administrators of such person) (a "Covered Person") who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer, is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Covered Person in connection with such action, suit, or proceeding. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation. The right to indemnification conferred in this Article 8 upon each Covered Person shall also include the right to be paid by the Corporation the expenses incurred in connection with any such action, suit, or proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law; *provided, however*, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article 8 or otherwise. The right to indemnification and advancement of expenses conferred in this Article 8 upon a Covered Person shall be a contract right and shall not be exclusive of any rights provided in the Bylaws, any agreement between the Corporation and any Covered Persons or by resolution of the Board of Directors.

The Corporation may, by action of its Board of Directors, provide indemnification and advancement of expenses to any employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

## **C. Insurance**

The Corporation shall have power to purchase and maintain insurance on behalf of any person who 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 against any expense, liability, or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Delaware Law.

## **D. Non-Exclusivity of Rights**

The rights and authority conferred in this Article 8 shall not be exclusive of any other right that any person may otherwise have or hereafter acquire.

## **E. Preservation of Rights**

Neither the amendment nor repeal of this Article 8, nor the adoption of any provision of this Certificate of Incorporation or the Bylaws, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall adversely affect any right or protection of any person granted pursuant hereto existing at, or arising out of or related to any event, act, or omission that occurred prior to, the time of such amendment, repeal, adoption, or modification (regardless of when any proceeding (or part thereof) relating to such event, act, or omission arises or is first threatened, commenced, or completed).

## **Article 9. Amendments**

The Corporation reserves the right to amend, alter, change, or repeal this Certificate of Incorporation in any manner permitted by Delaware Law and this Certificate of Incorporation and all rights and powers conferred upon stockholders, directors, and officers herein are granted subject to this

reservation. Notwithstanding the foregoing, the provisions set forth in Article 4.B, Article 4.C, Article 5, Article 6, Article 7, Article 8, and this Article 9 may not be repealed or amended in any respect, and no other provision may be adopted, amended, or repealed which would be inconsistent with the provisions set forth in any of Article 4.B, Article 4.C, Article 5, Article 6, Article 7, Article 8, or this Article 9, unless, in addition to any vote required by Delaware Law, such action is approved by the affirmative vote of the holders of not less than 66⅔% of the total voting power of all outstanding capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

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This Amended and Restated Certificate of Incorporation of the Corporation shall be effective on June 6, 2025, at 8:00 a.m. (ET).

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on June 6, 2025.

Circle Internet Group, Inc.

By: /s/ Sarah K. Wilson  
Name: Sarah K. Wilson  
Title: Secretary

**AMENDED AND RESTATED BYLAWS  
OF  
CIRCLE INTERNET GROUP, INC. (the “Corporation”)**

(Effective June 6, 2025)

Capitalized terms used in these Amended and Restated Bylaws (as the same may be further amended and/or restated from time to time, the “Bylaws”) but not otherwise defined herein shall have the meanings given such terms under the Corporation’s Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on June 6, 2025 (as amended and/or restated from time to time, the “Certificate of Incorporation”).

**ARTICLE 1  
OFFICES**

Section 1.01. *Registered Office.* The registered office of the Corporation in the State of Delaware, and the registered agent of the Corporation at such address, shall be as set forth in the Certificate of Incorporation.

Section 1.02. *Other Offices.* The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 1.03. *Books.* The books of the Corporation may be kept within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE 2  
MEETINGS OF STOCKHOLDERS**

Section 2.01. *Time and Place of Meetings.* All meetings of stockholders shall be held at such place, if any, either within or without the State of Delaware, on such date and at such time as may be determined from time to time by the Board of Directors (or the Chairperson of the Board of Directors in the absence of a designation by the Board of Directors). The Board of Directors may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized under the General Corporation Law of the State of Delaware (as the same exists or may hereafter be amended, “Delaware Law”).

Section 2.02. *Annual Meetings.* An annual meeting of stockholders shall be held for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting. The Board of Directors may postpone, reschedule, or cancel any annual meeting of stockholders previously scheduled by the Board of Directors.

Section 2.03. *Special Meetings.* Unless otherwise provided by the Certificate of Incorporation, special meetings of the stockholders may be called only by the Board of Directors, by the Chairperson of the Board of Directors, or by the Corporation’s Chief Executive Officer. The Board of Directors may postpone, reschedule, or cancel any special meeting of stockholders previously scheduled by the Board of Directors.

Section 2.04. *Notice of Meetings and Adjourned Meetings; Waivers of Notice.*

(a) Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given which shall state the place, if any, date, and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting), and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

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Unless otherwise provided by Delaware Law, the Certificate of Incorporation, or these Bylaws, such notice shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder of record entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting. Unless these Bylaws otherwise require, when a meeting is adjourned to another time or place (including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication), notice need not be given of the adjourned meeting if the time, place, if any, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting are announced at the meeting at which the adjournment is taken or are provided in any other manner permitted by Delaware Law. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment, a new record date for determination of stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix as the record date for determining stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting.

(b) A written waiver of any such notice signed by the person entitled thereto, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 2.05. *Quorum*. Unless otherwise provided under the Certificate of Incorporation or these Bylaws and subject to Delaware Law, the presence, in person or by proxy, of the holders of a majority in voting power of the outstanding capital stock of the Corporation entitled to vote at a meeting of stockholders shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the chairperson of the meeting or stockholders representing a majority in voting power of the shares of capital stock present in person or represented by proxy may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

#### Section 2.06. *Voting*.

(a) Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, in all matters other than the election of directors, the affirmative vote of a majority of the votes cast by the stockholders present in person or represented by proxy at the meeting and entitled to vote thereon shall be the act of the stockholders. Subject to the rights of the holders of any series of preferred stock to elect additional directors under specific circumstances, as may be set forth in the certificate of designations for such series of preferred stock, directors shall be elected by a plurality of the votes cast in respect of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In determining the number of votes cast for or against a proposal or nominee, neither shares abstaining from voting on the proposal or nominee nor any broker "non-votes," will be treated as votes cast for or against the proposal or nominee.

(b) Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to a corporate action without a meeting may authorize another person or persons to act for such stockholder by proxy. No proxy shall be voted after three years from its date, unless said proxy provides for a longer period. The authorization of a person to act as proxy may be documented, signed, and delivered in accordance with Section 116 of the Delaware Law; *provided* that such authorization shall set forth, or be delivered with, information enabling the Corporation to determine the identity of the stockholder granting such authorization. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A

stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date.

Section 2.07. *Action by Consent.* Unless otherwise provided in the Certificate of Incorporation and subject to the rights of the holders of any series of preferred stock then outstanding, as may be set forth in the certificate of designations for such series of preferred stock, any action required or permitted to be taken at any annual or special meeting of stockholders may be taken only upon the vote of stockholders at an annual or special meeting, as the case may be, duly noticed and called in accordance with Delaware Law and may not be taken by written consent of stockholders without a meeting.

Section 2.08. *Organization.* At each meeting of stockholders, the Chairperson of the Board of Directors, if one shall have been elected, or in the Chairperson's absence or if one shall not have been elected, such other director or officer of the Corporation as shall be appointed by the Board of Directors, shall act as chairperson of the meeting. The Secretary (or in the Secretary's absence or inability to act, the person whom the chairperson of the meeting shall appoint secretary of the meeting) shall act as secretary of the meeting and keep the minutes thereof. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the chairperson of the meeting. The Board of Directors may adopt such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with these Bylaws or such rules and regulations as adopted by the Board of Directors, the chairperson of a meeting shall have the right and authority to convene and (for any or no reason) to recess and/or to adjourn the meeting, to prescribe such rules, regulations, and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations, or procedures, whether adopted by the Board of Directors or prescribed by the chairperson of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairperson of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 2.09. *Order of Business.* The order of business at all meetings of stockholders shall be as determined by the chairperson of the meeting or the Board of Directors.

Section 2.10. *Nomination of Directors and Proposal of Other Business.*

(a) *Annual Meetings of Stockholders.*

(i) Nominations of persons for election to the Board of Directors or the proposal of other business to be transacted by the stockholders at an annual meeting of stockholders may be made only (A) pursuant to the Corporation's notice of meeting (or any supplement thereto), (B) by or at the direction of the Board of Directors or any committee thereof duly authorized, (C) as may be provided in the certificate of designations for any series of preferred stock, or (D) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in Section 2.10(a)(ii) and at the time of the annual meeting, who shall be entitled to vote at the meeting and who complies with the procedures set forth in this Section 2.10(a), and, except as otherwise required by law, any failure to comply with these procedures shall result in the nullification of such nomination or proposal. For the avoidance of doubt, the foregoing clause (D) shall be the exclusive means for a stockholder to make nominations or propose other business at an annual meeting of stockholders (other than a proposal included in the Corporation's proxy statement pursuant to and in compliance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "Exchange Act")).

(ii) For nominations or other business to be properly brought before an annual meeting of stockholders by a stockholder pursuant to clause (D) of Section 2.10(a)(i), the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such proposed business (other than the nominations of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to, or mailed and received by, the Secretary of the Corporation at the principal executive offices of the Corporation not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders (which prior year's annual meeting shall, for purposes of the Corporation's first annual meeting of stockholders following its initial public offering of shares of its Class A Common Stock, be deemed to have occurred on May 15, 2025); *provided, however*, that in the event that the date of the annual meeting is advanced more than 30 days prior to such anniversary date or delayed more than 70 days after such anniversary date then to be timely such notice must be received by the Corporation no earlier than 120 days prior to such annual meeting and no later than the later of 90 days prior to the date of the meeting or the 10th day following the day on which public announcement of the date of the meeting was first made by the Corporation. The minimum timeliness requirements of this paragraph shall apply for purposes of determining whether a stockholder's notice is timely under these Bylaws despite any different timeline described in Rule 14a-19 or elsewhere in Regulation 14A under the Exchange Act, including with respect to any statements or information required to be provided to the Corporation pursuant to Rule 14a-19 of the Exchange Act by a stockholder and not otherwise specified herein. In no event shall the adjournment, recess, or postponement of any meeting, or any announcement thereof, commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. The number of nominees a stockholder may nominate for election at the annual meeting on its own behalf (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at the annual meeting on behalf of such beneficial owner) shall not exceed the number of directors to be elected at such annual meeting.

Notwithstanding anything in this Section 2.10 to the contrary, in the event that the number of directors to be elected to the Board of Directors at an annual meeting of stockholders is increased effective after the time period for which nominations would otherwise be due under this Section 2.10 and there is no public announcement by the Corporation naming the nominees for the additional directorships or specifying the size of the increased Board of Directors at least 100 days prior to the first anniversary of the preceding year's annual meeting of stockholders (which prior year's annual meeting shall, for purposes of the Corporation's first annual meeting of stockholders following its initial public offering of shares of its Class A Common Stock, be deemed to have occurred on May 15, 2025), a stockholder's notice required by this Section 2.10 shall also be considered timely, but only with respect to nominees for any new directorships created by such increase, if it shall be delivered to, and received by, the Secretary at the principal executive offices of the Corporation not later than the 10<sup>th</sup> day following the day on which such public announcement is first made by the Corporation.

(iii) A stockholder's notice to the Secretary shall set forth:

(A) as to each person whom the stockholder proposes to nominate for election or reelection as a director: (1) the name, age, business address, and residence address of such person; (2) the principal occupation or employment of such person; (3) (i) the number of shares of each class or series of capital stock of the Corporation that are held of record or are beneficially owned (and proof of any such beneficial ownership) by such person and any affiliates or associates (each within the meaning of Rule 12b-2 promulgated under the Exchange Act for purposes of these Bylaws) of such person, including any such shares that such person, or any affiliates or associates of such person, has the right to acquire beneficial ownership of, (ii) the name of each nominee holder of shares of all capital stock of the Corporation owned beneficially (and proof of any such beneficial ownership) but not of record by such person or any affiliates or

associates of such person, and the number of such shares of each class or series of capital stock held by each such nominee holder, including any such shares that such nominee holder has the right to acquire beneficial ownership of, (iii) any agreement, arrangement, or understanding pursuant to which such person, or any affiliates or associates of such person, has a right to vote any shares of any security of the Corporation, and (iv) a description of any agreement, arrangement, or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into by or on behalf of such person, the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such person, or any affiliates or associates of such person, with respect to the Corporation's securities; (4) all information relating to such person, or any affiliates or associates of such person, that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act; (5) all completed and signed questionnaires in the same form as those questionnaires required of the Corporation's directors (which will be provided to such person within 5 business days following a written request therefor); (6) a statement that such person has read the Corporation's corporate governance guidelines and any other Corporation policies and guidelines applicable to directors (which will be provided to such person within 5 business days following a written request therefor), and a written agreement from such person to adhere to the foregoing policies and guidelines, as amended from time to time, if he or she is elected as a director; (7) an executed agreement by such person: (i) consenting to serve as a director if elected and (if applicable) to being named in the Company's proxy statement and/or form of proxy relating to the meeting at which directors are to be elected, along with a representation that such person intends to serve a full term as a director if elected, and (ii) that such person is not and will not become a party to (x) any direct or indirect compensatory, payment, or other financial agreement, arrangement, or understanding with any other person or entity other than the Corporation, in each case in connection with candidacy or service as a director of the Corporation (a "Third-Party Compensation Arrangement") that has not been fully disclosed to the Corporation prior to, or concurrently with, the submission of the notice from the stockholder required by this Section 2.10, (y) any agreement, arrangement, or understanding, including the amount of any payment or payments received or receivable thereunder, with any other person or entity as to how such person would vote or act on any issue or question as a director (a "Voting Commitment") that has not been fully disclosed to the Corporation prior to, or concurrently with, the submission of the notice from the stockholder required by this Section 2.10, or (z) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law; and (8) such other information reasonably requested by the Corporation to determine whether such person is qualified under the Certificate of Incorporation, these Bylaws, the rules or regulations of any stock exchange applicable to the Corporation, or any law or regulation applicable to the Corporation to serve as a director and/or independent director of the Corporation;

(B) as to any other business that the stockholder proposes to bring before the meeting: (1) a brief description of the business desired to be brought before the meeting; (2) the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend these Bylaws, the text of the proposed amendment); (3) the reasons for conducting such business; and (4) any substantial interest (within the meaning of Item 5 of Schedule 14A under the Exchange Act) in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made;

(C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made: (1) the name and address of such stockholder (as they appear on the Corporation's books) and any such beneficial owner; (2) a representation as to whether such stockholder or such beneficial owner has complied with all applicable legal requirements in connection with its acquisition of shares or other securities of the Corporation; (3) a written agreement from such stockholder that it is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear at the meeting in person or through a qualified representative (as defined in Section 2.10(c)(ii)) to make such nomination or proposal; (4) in the case of a nomination, a written agreement from such stockholder (and such beneficial owner) that it (or they) will not submit any substitute nominations unless they are made within the time periods set forth in this Section 2.10 and the stockholder and the substitute nominees will otherwise comply with this Section 2.10; (5) in the case of a nomination, a written agreement from such stockholder (and such beneficial owner) that it (or they) has not, and shall not, nominate a number of nominees (inclusive of substitutes) that exceeds the number of directors to be elected at the annual meeting; and (6) a written agreement that such stockholder (and such beneficial owner) shall (i) update and supplement the notice required by this Section 2.10, if necessary, so that the information provided or required in such notice shall be true and correct as of the record date for determining the stockholders entitled to receive notice of the annual meeting, and as of the date that is 15 business days prior to the meeting or any adjournment or postponement thereof and (ii) deliver such update and supplement so that it is received by the Secretary at the principal executive offices of the Corporation (A) not later than the later of (x) 5 business days after the record date for determining the stockholders entitled to receive notice of the annual meeting and (y) 5 business days after the first public announcement of such record date, in the case of any update and supplement required to be made as of the record date, and (B) not later than 10 business days before the meeting or any adjournment or postponement thereof, in the case of any update and supplement required to be made as of the date that is 5 business days prior to the meeting or any adjournment or postponement thereof. For the avoidance of doubt, the obligation to update and supplement as set forth in this Section 2.10 or any other section of these Bylaws shall not limit the Corporation's rights with respect to any deficiencies in any stockholder's notice, extend any applicable deadlines under these Bylaws or enable or be deemed to permit a stockholder who has previously submitted a stockholder's notice under these Bylaws to amend or update any proposal or to submit any new proposal, including by changing or adding nominees, matters, business, and/or resolutions proposed to be brought before a meeting of stockholders;

(D) as to the stockholder giving the notice, the beneficial owner, if any, on whose behalf the nomination or proposal is made, and any of their respective affiliates or associates (in each case, as defined pursuant to Rule 12b-2 promulgated under the Exchange Act for purposes of these Bylaws) (each such person or entity contemplated by this clause (D), a "Proposing Person"): (1) the number of shares of capital stock of the Corporation that are held of record or are beneficially owned (and proof of any such beneficial ownership) by such Proposing Person, including any such shares that such Proposing Person has the right to acquire beneficial ownership of; (2) the name of each nominee holder of each class or series of capital stock of the Corporation that are owned beneficially (and proof of any such beneficial ownership) but not of record by such Proposing Person, and the number of such shares of each class or series of capital stock of the Corporation held by each such nominee holder, including any such shares that such nominee holder has the right to acquire beneficial ownership of; (3) a description of any agreement, arrangement, or understanding pursuant to which such Proposing Person has a right to vote any shares of any security of the Corporation; (4) a description of any material pending or threatened legal proceeding in which such Proposing Person is a party or material participant involving the Corporation or any of its officers or directors, or any affiliate of the Corporation; (5) a description of (i) any plans

or proposals which any such Proposing Person may have with respect to securities of the Corporation that would be required to be disclosed pursuant to Item 4 of Exchange Act Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable) and (ii) any agreement, arrangement, or understanding (including the identity of the parties thereto) with respect to the nomination or other business between or among such Proposing Parties and any other parties, including without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 of Exchange Act Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable), in each case as of the date the notice required by this Section 2.10 is delivered to the Corporation by the stockholder or beneficial owner in such business, if any, presenting the nomination or other proposal; (6) a description of any agreement, arrangement, or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into by or on behalf of, or any other agreement, arrangement, or understanding that has been made, the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such Proposing Person with respect to the Corporation's securities; (7) a written representation as to whether any Proposing Person, or any other participant as defined in Item 4 of Schedule 14A under the Exchange Act, will engage in a solicitation with respect to such nomination or other business and, if so, whether such solicitation will be conducted as an exempt solicitation under Rule 14a-2(b) of the Exchange Act, the name of each participant in such solicitation and the amount of the cost of solicitation that has been and will be borne, directly or indirectly, by each participant in such solicitation and (x) in the case of a proposal of business other than nominations, whether such person or group intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's voting shares required under applicable law to carry the proposal, (y) in the case of any solicitation that is subject to Rule 14a-19 of the Exchange Act, confirming that such person or group will deliver, through means satisfying each of the conditions that would be applicable to the Corporation under either Exchange Act Rule 14a-16(a) or Exchange Act Rule 14a-16(n), a proxy statement and/or form of proxy to holders of at least sixty-seven percent (67%) of the voting power of the Corporation's capital stock entitled to vote generally in the election of directors, and/or (z) whether such person or group intends to otherwise solicit proxies or votes from holders in support of such proposal or nomination (for purposes of this clause (7), the term "holders" shall include, in addition to stockholders of record, any beneficial owners pursuant to Rule 14b-1 and Rule 14b-2 of the Exchange Act); (8) a representation that promptly after any Proposing Person solicits the holders of the Corporation's stock referred to in the representation required under the preceding clause, and in any event no later than 5 business days before the applicable meeting, such Proposing Person will provide the Corporation with reasonable documentary evidence (as determined by the Corporation or one of its representatives, acting in good faith), which may take the form of a certified statement and documentation from a proxy solicitor, specifically demonstrating that the necessary steps have been taken to deliver a proxy statement and/or form of proxy to holders of such percentage of the Corporation's stock; (9) any direct or indirect interest of such Proposing Person in any contract (including, in any such case, any employment agreement, collective bargaining agreement, or consulting agreement) with the Corporation, or any affiliate of the Corporation; (10) any other information relating to such Proposing Person, or proposed business that would be required to be disclosed in a proxy statement or other filing required to be made in connection with the solicitation of proxies in support of such nominee or proposal pursuant to Section 14 of the Exchange Act; and (11) such other information relating to any proposed item of business as the Corporation may reasonably require to determine whether such proposed item of business is a proper matter for stockholder action.

(b) *Special Meetings of Stockholders.* If the election of directors is included as business to be brought before a special meeting in the Corporation's notice of meeting, then nominations of persons for election to the Board of Directors at a special meeting of stockholders may be made by any stockholder who is a stockholder of record at the time of giving of notice provided for in this Section 2.10(b) and at the time of the special meeting, who shall be entitled to vote at the meeting and who complies with the procedures set forth in this Section 2.10(b); *provided, however,* that the number of nominees a stockholder may nominate for election at the special meeting on its own behalf (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at the special meeting on behalf of such beneficial owner) shall not exceed the number of directors to be elected at such special meeting. For nominations to be properly brought by a stockholder before a special meeting of stockholders pursuant to this Section 2.10(b), the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation (i) not earlier than 120 days prior to the date of the special meeting nor (ii) later than the later of 90 days prior to the date of the special meeting and the 10th day following the day on which public announcement of the date of the special meeting was first made by the Corporation. A stockholder's notice to the Secretary shall comply with the notice requirements of Section 2.10(a)(iii). The minimum timeliness requirements of this paragraph shall apply for purposes of determining whether a stockholder's notice is timely under these Bylaws despite any different timeline described in Rule 14a-19 or elsewhere in Regulation 14A under the Exchange Act, including with respect to any statements or information required to be provided to the Corporation pursuant to Rule 14a-19 of the Exchange Act by a stockholder and not otherwise specified herein. In no event shall the adjournment, recess, or postponement of a special meeting, or any announcement thereof, commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such notice of a stockholder shall include the same information, representations, certifications, and agreements that would be required if the stockholder were to make a nomination in connection with an annual meeting of stockholders pursuant to the preceding provisions of this Section 2.10, and such stockholder shall be obligated to provide the same supplemental or additional information in connection with a special meeting of stockholders as required pursuant to the preceding provisions of this Section 2.10 in connection with an annual meeting of stockholders.

(c) *General.*

(i) No person shall be eligible to be nominated by a stockholder to be elected or reelected at any meeting of stockholders to serve as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 2.10. No business proposed by a stockholder shall be conducted at a stockholder meeting except in accordance with this Section 2.10.

(ii) Without limiting any remedy available to the Corporation, and unless otherwise determined by the Board of Directors, the Chairperson of the Board of Directors, or the chairperson of the meeting, a stockholder may not present nominations for director or business proposals at an annual or special meeting of stockholders (and any such nominee shall be disqualified from standing for election or re-election), notwithstanding proxies or votes may have been solicited and/or received with respect thereto, if such stockholder, any beneficial owner, any Proposing Person or any nominee or substitute nominee for director: (A) acted contrary to any representation, statement, certification, or agreement required by the applicable provisions of these Bylaws; (B) otherwise failed to comply with these Bylaws or with any law, rule or regulation identified in these Bylaws, including all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 2.10; *provided, however,* that any references in these Bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 2.10; or (C) provided information to the Corporation (whether required by these Bylaws or otherwise) that is false, misleading, inaccurate, or incomplete in any material respect. The Board of Directors, the Chairperson of the Board of Directors or the chairperson of the meeting shall, if the

facts warrant, determine and declare that a nomination was not made in accordance with the procedures prescribed by these Bylaws or that business was not properly brought before the meeting, and if he/she should so determine, he/she shall so declare and the defective nomination shall be disregarded or such business shall not be transacted, as the case may be. Notwithstanding the foregoing provisions of this Section 2.10, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or other proposed business, such nomination shall be disregarded or such proposed business shall not be transacted, as the case may be, notwithstanding that proxies in respect of such vote may have been received by the Corporation and counted for purposes of determining a quorum. For purposes of this Section 2.10, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager, or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

Notwithstanding anything to the contrary in these Bylaws, unless otherwise required by law, if any Proposing Person (1) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act (or has previously filed a preliminary or definitive proxy statement with the information required by Rule 14a-19(b)) with respect to any proposed nominee for election as a director of the Corporation and (2) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) promulgated under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such Proposing Person has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act in accordance with the following sentence), then the nomination of each such proposed nominee shall be disregarded, notwithstanding that the nominee is included as a nominee in the Corporation's proxy statement, notice of meeting, or other proxy materials for any meeting (or any supplement thereto) and notwithstanding that proxies or votes in respect of the election of such proposed nominees may have been received by the Corporation (which proxies and votes shall be disregarded). Upon request by the Corporation, if any Proposing Person provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act (or has previously filed a preliminary or definitive proxy statement with the information required by Rule 14a-19(b)), such Proposing Person, shall deliver to the Corporation, no later than 5 business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act.

(iii) Compliance with Section 2.10(a) and Section 2.10(b) shall be the exclusive means for a stockholder to make nominations or submit other business (other than as provided in Section 2.10(c)(iv)).

(iv) Notwithstanding anything to the contrary, the notice requirements set forth herein with respect to the proposal of any business pursuant to this Section 2.10 shall be deemed satisfied by a stockholder if such stockholder has submitted a proposal to the Corporation in compliance with Rule 14a-8 under the Exchange Act, and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for the meeting of stockholders.

(v) Any stockholder directly or indirectly soliciting proxies from other stockholders in connection with any annual or special meeting of stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use for solicitation by or on behalf of the Board of Directors.

(vi) For purposes of these Bylaws, "business day" means any day other than Saturday, Sunday, or a day on which banks are closed in New York City, New York; and "close of business" means 5:00 p.m. local time at the principal executive offices of the Corporation on any calendar day, whether or not the day is a business day.

Section 2.11. *Delivery to the Corporation.* Whenever Section 2.10 requires one or more persons (including a record or beneficial owner of stock) to deliver a document or information to the Corporation or any officer, employee, or agent thereof (including any notice, request, questionnaire, revocation, representation, or other document or agreement), except as otherwise requested or consented to by the Corporation, such document or information shall be in writing exclusively (and not in an electronic transmission) and shall be delivered exclusively by hand (including, without limitation, overnight courier service) or by certified or registered mail, return receipt requested, and the Corporation shall not be required to accept delivery of any document not in such written form or so delivered.

### ARTICLE 3 DIRECTORS

Section 3.01. *General Powers.* Except as otherwise provided in Delaware Law or the Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 3.02. *Number, Election, and Term of Office.* The total number of directors constituting the Board of Directors shall be fixed by or in the manner provided in the Certificate of Incorporation. Directors shall be elected by the stockholders at the annual meeting, and the term of each director so elected shall be as set forth in the Certificate of Incorporation. Notwithstanding the foregoing, each director shall hold office until the annual meeting at which such director's term expires and until such director's successor shall have been duly elected and qualified or until such director's earlier death, resignation, retirement, disqualification, or removal from office. Directors need not be stockholders.

Section 3.03. *Quorum and Manner of Acting.* Except as otherwise provided in the Certificate of Incorporation, these Bylaws, or Delaware Law, a majority of the total number of directors constituting the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. When a meeting of the Board of Directors is adjourned to another time or place (whether or not a quorum is present), notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Board of Directors may transact any business which might have been transacted at the original meeting. If a quorum shall not be present at any meeting of the Board of Directors the directors present thereat shall adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.04. *Time and Place of Meetings.* The Board of Directors shall hold its meetings at such place, either within or without the State of Delaware, and at such time as may be determined from time to time by the Board of Directors (or the Chairperson of the Board of Directors in the absence of a determination by the Board of Directors).

Section 3.05. *Annual Meeting.* The Board of Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business, as soon as practicable after each annual meeting of stockholders. Notice of such meeting need not be given. In the event such annual meeting is not so held, the annual meeting of the Board of Directors may be held at such place either within or without the State of Delaware, on such date and at such time as shall be specified in a notice thereof given as hereinafter provided in Section 3.07 herein or in a waiver of notice thereof signed by any director who chooses to waive the requirement of notice.

Section 3.06. *Regular Meetings.* Regular meetings of the Board of Directors may be held at such places and times as shall be determined from time to time by the Board of Directors. After the place and time of regular meetings of the Board of Directors shall have been determined and notice thereof shall have been once given to each member of the Board of Directors, regular meetings may be held without further notice being given.

Section 3.07. *Special Meetings.* Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors or the Chief Executive Officer and shall be called by the

Chairperson of the Board of Directors, the Chief Executive Officer, or the Secretary on the written request of any director. Notice of special meetings of the Board of Directors shall be given to each director by written notice, electronic transmission, including email, or orally (in person or by telephone) at least 24 hours before the scheduled start of the meeting. A director may waive notice of a special meeting, which waiver may be given before, at, or after the meeting. Attendance by a director at a special meeting is waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and thereafter does not participate in the meeting.

Section 3.08. *Committees.* The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to any of the following matters: (a) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by Delaware Law to be submitted to the stockholders for approval or (b) adopting, amending, or repealing any bylaw of the Corporation. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 3.09. *Action by Consent.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission. A consent may be documented, signed, and delivered in any manner permitted by Section 116 of the Delaware Law. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board of Directors or committee, in the same paper form or electronic form as the minutes are maintained.

Section 3.10. *Remote Meetings.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or such committee, as the case may be, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.11. *Resignation.* Any director may resign at any time by giving notice in writing or by electronic transmission to the Board of Directors or to the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.12. *Vacancies.* Except as otherwise provided by law, vacancies on the Board of Directors resulting from the death, resignation, retirement, disqualification, removal, or otherwise of a director or directors and newly created directorships resulting from any increase in the number of directors shall be filled in accordance with the Certificate of Incorporation.

Section 3.13. *Removal.* Directors of the Corporation may be removed in the manner provided in the Certificate of Incorporation and applicable law.

Section 3.14. *Compensation.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have authority to fix the compensation of directors, including fees and reimbursement of expenses.

#### ARTICLE 4 OFFICERS

Section 4.01. *Principal Officers.* The principal officers of the Corporation shall be a Chief Executive Officer, a Chief Financial Officer, and a Secretary who shall have the duty, among other things, to record the proceedings of the meetings of stockholders and directors in a book kept for that purpose. The Corporation may also have such other principal officers as the Board of Directors may in its discretion appoint. One person may hold the offices and perform the duties of any two or more of said offices, except that no one person shall hold the offices and perform the duties of Chief Executive Officer and Secretary.

Section 4.02. *Election and Term of Office.* The principal officers of the Corporation shall be appointed by the Board of Directors in the manner determined by the Board of Directors. Each such officer shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation, retirement, disqualification, or removal from office. Any vacancy in any office shall be filled in such manner as the Board of Directors shall determine.

Section 4.03. *Subordinate Officers.* In addition to the principal officers enumerated in Section 4.01 herein, the Corporation may have one or more Assistant Treasurers, Assistant Secretaries, and Assistant Controllers and such other subordinate officers, agents, and employees as the Board of Directors may deem necessary, each of whom shall hold office for such period as the Board of Directors may from time to time determine. The Board of Directors may delegate to any principal officer the power to appoint and to remove any such subordinate officers, agents, or employees.

Section 4.04. *Removal.* Any officer may be removed, with or without cause, at any time, by resolution adopted by the Board of Directors or, with respect to any subordinate officer appointed pursuant to Section 4.03, by any principal officer to whom the Board of Directors has delegated the power to remove such officer.

Section 4.05. *Resignations.* Any officer may resign at any time by giving written notice to the Board of Directors (or to a principal officer if the Board of Directors has delegated to such principal officer the power to appoint and to remove such officer). The resignation of any officer shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06. *Powers and Duties.* The officers of the Corporation shall have such powers and perform such duties incident to each of their respective offices and such other duties as may from time to time be conferred upon or assigned to them by the Board of Directors.

Section 4.07. *Vacancies.* The Board of Directors shall have the power to fill vacancies occurring in any office.

#### ARTICLE 5 CAPITAL STOCK

Section 5.01. *Certificates For Stock; Uncertificated Shares.* The shares of the Corporation shall be in book-entry, uncertificated form; *provided* that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be certificated shares. Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of shares represented by certificates of the same class and series shall be identical. Every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of, the Corporation by any two authorized officers of the Corporation representing the number of shares registered in certificate form. Any or all of the signatures on the

certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue. The Corporation shall not have power to issue a certificate in bearer form.

Section 5.02. *Transfer of Shares.* Shares of the stock of the Corporation may be transferred on the record of stockholders of the Corporation by the holder thereof or by such holder's duly authorized attorney upon surrender of a certificate therefor properly endorsed or upon receipt of proper transfer instructions from the registered holder of uncertificated shares or by such holder's duly authorized attorney and upon compliance with appropriate procedures for transferring shares in uncertificated form, unless waived by the Corporation.

Section 5.03. *Authority for Additional Rules Regarding Transfer.* Subject to any limitations under Delaware Law, the Board of Directors shall have the power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer, and registration of certificated or uncertificated shares of the stock of the Corporation, as well as for the issuance of new certificates in lieu of those which may be lost or destroyed, and may require of any stockholder requesting replacement of lost or destroyed certificates, bond in such amount and in such form as they may deem expedient to indemnify the Corporation, and/or the transfer agents, and/or the registrars of its stock against any claims arising in connection therewith.

## ARTICLE 6 DISPUTE RESOLUTION

Section 6.01. *Forum Selection.* Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee, or stockholder of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of Delaware Law, the Certificate of Incorporation, or these Bylaws or as to which Delaware Law confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine of the law of the State of Delaware shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, the federal district court for the District of Delaware); *provided* that the foregoing shall not apply to claims brought to enforce a duty or liability created by the Securities Act of 1933, as amended, or any rule or regulation promulgated thereunder (the "Securities Act"), the Exchange Act, or any other claim for which the federal courts have exclusive jurisdiction. Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for any action asserting a cause of action arising under the Securities Act or the Exchange Act shall be the federal district court for the District of Delaware. The Court of Chancery of the State of Delaware (or if the Court of Chancery does not have jurisdiction, another court of the State of Delaware, or if no court of the State of Delaware has jurisdiction, the federal district court for the District of Delaware) shall have the fullest authority allowed by law to issue an anti-suit injunction to enforce this forum selection clause and to preclude suit in any other forum. Any person or entity holding, purchasing, or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to this forum selection clause and to have consent to (i) the personal jurisdiction of the Court of Chancery of the State of Delaware (or if the Court of Chancery does not have jurisdiction, another court of the State of Delaware, or if no court of the State of Delaware has jurisdiction, the federal district court for the District of Delaware) in any proceeding brought to enjoin, or otherwise enforce this Section 6.01 with respect to, any action by that person or entity that is inconsistent with the exclusive jurisdiction provided for in this Section 6.01 (an "Inconsistent Action") and (ii) having service of process made upon such person or entity in any such proceeding by service upon such person's or entity's counsel in such Inconsistent Action as agent for such person or entity.

ARTICLE 7  
GENERAL PROVISIONS

Section 7.01. *Fixing the Record Date.*

(a) In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; *provided* that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance with the provisions of this Section 7.01 at the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall not be more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 7.02. *Dividends.* Subject to limitations contained in Delaware Law and the Certificate of Incorporation, the Board of Directors may declare and pay dividends upon the shares of capital stock of the Corporation, which dividends may be paid either in cash, in property, or in shares of the capital stock of the Corporation.

Section 7.03. *Year.* The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

Section 7.04. *Corporate Seal.* The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

Section 7.05. *Voting of Stock Owned by the Corporation.* The Board of Directors may authorize any person, on behalf of the Corporation, to attend, vote at, and grant proxies to be used at any meeting of stockholders of any corporation (except this Corporation) in which the Corporation may hold stock.

Section 7.06. *Amendments.* The Board of Directors shall have the power to adopt, amend, or repeal, in whole or in part, these Bylaws without the assent or vote of the stockholders in any manner not inconsistent with Delaware Law or the Certificate of Incorporation. Except as otherwise provided by the Certificate of Incorporation, the stockholders may adopt, amend, or repeal, in whole or in part, these Bylaws only with the affirmative vote of the holders of not less than 66⅔% of the voting power of all outstanding securities of the Corporation entitled to vote generally in the election of directors, voting together as a single class.