

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "EVERGREEN
HOLDINGS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF
SEPTEMBER, A.D. 2020, AT 1:28 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

3611503 8100
SR# 20207152708

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203612117
Date: 09-08-20

**CERTIFICATE OF INCORPORATION
OF EVERGREEN HOLDINGS, INC.**

ARTICLE I

The name of the corporation is Evergreen Holdings, Inc. (the “**Company**”).

ARTICLE II

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

ARTICLE III

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

ARTICLE IV

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 1,000 with par value of \$0.001 per share.

ARTICLE V

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

Kenji Strait
Wilson Sonsini Goodrich & Rosati, PC
One Market, Spear Tower, Suite 3300
San Francisco, CA 94105

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Company or any subsidiary of the Company shall not be

personally liable to the Company or its stockholders and shall otherwise be indemnified by the Company for monetary damages for breach of fiduciary duty as a director of the Company, any predecessor of the Company or any subsidiary of the Company.

The Company shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Company, any predecessor of the Company or any subsidiary of the Company or serves or served at any other enterprise as a director or officer at the request of the Company, any predecessor to the Company or any subsidiary of the Company.

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


ARTICLE IX

Except as provided in Article VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[signature page follows]

I, the undersigned, as the incorporator of the Company, have signed this Certificate of Incorporation on this 8th day of September, 2020.

DocuSigned by:



7319FBD576F34C9...

Kenji Strait
Incorporator

[SIGNATURE PAGE TO EVERGREEN HOLDINGS, INC.]