



I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT

COPIES OF ALL DOCUMENTS ON FILE OF "MI OPCO HOLDINGS, INC." AS

RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2015, AT 12:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

AFORESAID CORPORATION, "MI OPCO HOLDINGS, INC.".



5832334 8100H SR# 20165060552

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

Jeffrey W. Bullock, Secretary of State

Authentication: 202715481

Date: 07-25-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:43 PM 09/24/2015
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# CERTIFICATE OF INCORPORATION OF MI OPCO HOLDINGS, INC.,

a Delaware corporation

ARTICLE I. NAME

The name of the Corporation is MI OpCo Holdings, Inc.

## ARTICLE II. REGISTERED OFFICE AND AGENT

The name and business address of the Company's initial registered agent for service of process is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, and the Company's registered office in the State of Delaware is 1209 Orange Street, New Castle County, Delaware 19801.

### ARTICLE III. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

#### ARTICLE IV. CAPITAL STOCK

The total number of shares that the Corporation shall have authority to issue is 1,000 shares of Common Stock, each with a par value of \$.01 (the "Common Stock").

#### ARTICLE V. BYLAWS

The Board of Directors of the Corporation is expressly authorized to make, alter, or repeal the bylaws of the Corporation, but such authorization shall not divest the stockholders of the power, nor limit their power, to adopt, amend, or repeal bylaws.

### ARTICLE VI. LIMITATION OF LIABILITY OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except as to liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for violations of Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law hereafter is amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the

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preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent provided or permitted by the amended Delaware General Corporation Law. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director under this Article VI, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article VI, prior to such repeal or modification.

### ARTICLE VII. INDEMNIFICATION

The Corporation may, to the fullest extent permitted by Delaware law as in effect from time to time, indemnify any person against all liability and expense (including attorney's fees) incurred by reason of the fact that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner or trustee of, or in any similar managerial or fiduciary position of, or as an employee or agent of, another corporation, partnership, joint venture, trust, association, or other entity. Expenses (including attorney's fees) incurred in defending an action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to the full extent and under the circumstances permitted by Delaware law. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article VII. The indemnification contemplated by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under this Certificate of Incorporation, any bylaw, agreement, vote of stockholders or disinterested directors, statute, or otherwise. The provisions of this Article VII shall not be deemed to preclude the Corporation from indemnifying other persons from similar or other expenses and liabilities as the Board of Directors of the Corporation or the stockholders may determine in a specific instance or by resolution of general application.

# ARTICLE VIII. CONTRACTS WITH AFFILIATES

The Corporation shall have authority, to the fullest extent now or hereafter permitted by the Delaware General Corporation Law, or by any other applicable law, to enter into any contract or transaction with one or more of its directors or officers, or with any corporation, partnership, joint venture, trust, association, or other entity in which one or more of its directors or officers are directors or officers, or have a financial interest, notwithstanding such relationships and notwithstanding the fact that the director or officer is present at or participates in the meeting of the Board of Directors of the Corporation or committee thereof which authorizes the contract or transaction.

#### ARTICLE IX. DIRECTORS

The governing body of the Corporation shall be a board of directors. The number of directors of the Corporation shall be fixed from time to time in the manner provided in the bylaws and may be increased or decreased from time to time in the manner provided in the bylaws. Election of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

The affirmative vote of a majority of all directors constituting the board of directors shall be required for the directors to act.

### ARTICLE X. INCORPORATOR

The name and mailing address of the incorporator are:

William T. Peffer Sherman & Howard L.L.C. 633 Seventeenth Street, Suite 3000 Denver, Colorado 80202

IN WITNESS WHEREOF, the Incorporator has executed this Certificate of Incorporation this 21st day of September, 2015.

William T. Peffer, Incorporator