

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CALL THE SHOTS, INC.

Pursuant to Sections 241 and 245 of the General
Corporation Law of the State of Delaware

Call the Shots, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

FIRST: The name of the Corporation is Call the Shots, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was January 27, 2021.

SECOND: This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation in accordance with Sections 241 and 245 of the DGCL. The Corporation has not received payment for any of its stock.

THIRD: This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, Call the Shots, Inc. has caused this Amended and Restated Certificate of Incorporation to be duly executed in its corporate name this 11th day of February, 2021.

By: /s/ Patrick McKenzie

Name: Patrick McKenzie

Title: President and Chief Executive Officer

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CALL THE SHOTS, INC.

(A Delaware Corporation)

ARTICLE I

The name of the Corporation is Call the Shots, Inc. (the “**Corporation**”).

ARTICLE II

The Registered Office of the Corporation in the State of Delaware is located at 651 N. Broad Street, Suite 206, in the city of Middletown, zip code 19709, and the county of New Castle. The name of the Corporation’s Registered Agent located at such address is Legalinc Corporate Services, Inc.

ARTICLE III

(A) Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation, the objects and purposes of the Corporation shall be exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, no substantial part of the activities of Corporation is carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(B) As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess to the purposes of the Corporation.

(C) It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the Corporation shall have the full power and authority to engage in any lawful act or activity for which a nonprofit organization may be organized under the laws of the State of Delaware. Accordingly, notwithstanding any other provision of this Certificate of Incorporation:

(1) The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code;

(2) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501(c)(3) of the Internal Revenue Code;

(3) In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any member, director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed only to the Federal government, a state or local government or to such other organizations as shall then qualify under Section 501(c)(3) of the Internal Revenue Code as the directors of the Corporation shall in their discretion determine for a public purpose, and any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes;

(4) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(5) During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942; (b) not engage in any act which is subject to tax as self dealing under Section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944; and (e) not make any taxable expenditures which are subject to tax under Section 4945.

ARTICLE IV

(1) The affairs of the Corporation shall be managed and all powers of the Corporation shall be exercised by the Board of Directors in accordance with and subject to the provisions of the Bylaws, except as otherwise provided by law, but the directors shall act only as a Board and the individual directors shall have no power as such.

(2) The number of directors which shall constitute the whole Board shall be fixed by the Bylaws.

(3) The powers of the Board of Directors, unless otherwise specified by the members, shall include the power to borrow money and give security in the name of the Corporation without limit as to amount, but only in furtherance of the stated objects and purposes of the Corporation.

(4) The directors of the Corporation shall not receive any compensation for their services as directors, including, without limitation, their services as members of committees of the Board of Directors of the Corporation. Directors may, however, be reimbursed by the Corporation for their reasonable expenses incurred in the performance of their duties as directors.

(5) A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware (the "DGCL") is amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE V

The Corporation shall not have any capital stock.

ARTICLE VI

The Corporation shall be a membership corporation, is not organized for profit and shall not have authority to issue stock. The qualifications of membership in the Corporation shall be such as may be specified in the Bylaws of the Corporation.

ARTICLE VII

The Bylaws of the Corporation shall set forth the procedures for the election of members and directors of the Corporation, and may contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the Bylaws.

ARTICLE VIII

The private property of the members, directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE IX

All references in this Certificate of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended and shall be deemed to include any amendments

adopted from time to time, or corresponding provisions of any future United States internal revenue law.