

EXERCISE

CERTIFICATES OF INCORPORATION

Background

Helix Inc., a company that makes induction ranges, has been brought on as a new client. You've been asked to review their organizing documents to make sure everything is in order. You pull the attached certificate of incorporation from the Delaware Secretary of State. You also learn the following facts from the partner:

- Helix was incorporated in Delaware.
- They used an online legal document company to create their initial certificate of incorporation.
- The founders want to change their name to Helix Home Essentials Corp.
- They've already issued 1,000,000 shares of common stock to the founders and have promised to issue stock to their new employees in the next month.
- The founders are also the directors of the company and they're wondering whether the charter provides them with indemnification or reimbursement of monetary expenses if they're sued individually.

Instructions

Come prepared to discuss these questions:

- Are there any provisions that you'd suggest adding to the current charter? Why?
- Are there any provisions that you'd suggest be removed?
- Does the charter provide the directors with indemnification?
- How do you propose making any necessary revisions (including the requested name change)? Whose approval will be needed?

Delaware

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The First State

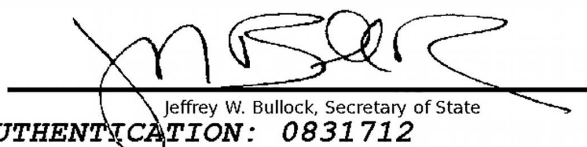
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HELIX INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 2022, AT 3:22 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0831712

DATE: 10-02-22

**CERTIFICATE OF INCORPORATION
OF
HELIX INC.**

ARTICLE I

The name of the corporation is Helix Inc. (the “Corporation”).

ARTICLE II

The address of the Corporation’s registered office in the state of Delaware is 223 Main Street, in the City of Wilmington, in the County of New Castle, Zip Code 19801. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

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

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of capital stock all of which shall be designated “Common Stock” and have a par value of \$0.01 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors constituting the entire Board of Directors is two.

ARTICLE VI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the Delaware General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law subject only to limits created by applicable Delaware General Corporation Law (statutory or non-statutory).

Any amendment, repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director, officer or agent of the Corporation

with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal or modification.

ARTICLE VII

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

Sam Stanger, Esq.
Struck, Sonders & White LLP
6768 Avenue of the Americas
New York, NY 10036

Executed on October 2, 2022.

/s/ Sam Stanger
Sam Stanger, Incorporator