

**CERTIFICATE OF INCORPORATION**

**OF**

**PRIME DIVERSITY, INC.**

**FIRST:** The name of the corporation is Prime Diversity, Inc.

**SECOND:** The address of the corporation's registered office in the State of Delaware is 2140 S. Dupont Highway, in the City of Camden, County of Kent (19934). The name of the corporation's registered agent at such address is Paracorp Incorporated.

**THIRD:** 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.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is Ten Million (10,000,000) shares of common stock, having a par value of \$0.0001 per share.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

**SIXTH:** 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.

**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders 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 stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law,

or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended 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 Delaware General Corporation Law, 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.

**EIGHTH:** The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

**NINTH:** The name and mailing address of the incorporator is as follows:

Susan Williams Howard  
c/o Mitchell Silberberg & Knupp LLP  
2049 Century Park East, 18<sup>th</sup> Floor  
Los Angeles, CA 90067

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand this 18th day of November, 2021.

*Susan Williams Howard*  
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Susan Williams Howard, Incorporator