Control Number : 18024685

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Cypress Learning Solutions, Inc.
a **Domestic Profit Corporation**

has been duly incorporated under the laws of the State of Georgia on **02/26/2018** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on **02/28/2018**.

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION

Electronically Filed
Secretary of State
Filing Date: 2/26/2018 2:13:32 PM

BUSINESS INFORMATION	
CONTROL NUMBER	18024685
BUSINESS NAME	Cypress Learning Solutions, Inc.
BUSINESS TYPE	Domestic Profit Corporation
EFFECTIVE DATE	02/26/2018
SHARES	100000

PRINCIPAL OFFICE ADDRESS	
ADDRESS	265 Junction Trak, Roswell, GA, 30075, USA

REGISTERED AGENT'S NAME AND ADDRESS	
NAME	**ADDRESS**
BCS Corporate Services, Inc.	1001 Cambridge Square, Suite D, Fulton, Alpharetta, GA, 30009, USA

INCORPORATOR(S)		
NAME	**TITLE**	**ADDRESS**
Michael A. Penn, Esq.	INCORPORATOR	Briskin, Cross & Sanford, LLC, 1001 Cambridge Sq., Suite D, Alpharetta, GA, 30009, USA

OPTIONAL PROVISIONS

OPTIONAL PROVISION I: Authorized shares as set out above shall be common stock with no par value. OPTIONAL PROVISION II: Action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the following conditions are met: (i) The action was taken by shareholders that would have been entitled to vote at a duly called meeting; and (ii) The action must be approved by shareholders holding a minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. OPTIONAL PROVISION III: The principal duties of the officers of the Corporation shall be fixed by the By-Laws of the Corporation. OPTIONAL PROVISION IV: (a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees, paralegal fees, law clerk fees and other legal costs and expenses), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein. In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only after a determination has been made in the specific case that indemnification of the officer or director is permissible in the circumstances because the officer or director has met the standard of conduct set forth under such laws, upon application for indemnification by any such person the Corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained under (i), and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination. As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation. The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnity such officers and directors against any liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of the laws of the State of Georgia. (b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect the limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification. (c) If any provision of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law. OPTIONAL PROVISION V: A director of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a vendor, purchaser, lessor, lessee, or in any other capacity.

AUTHORIZER INFORMATION	
AUTHORIZER SIGNATURE	Michael A. Penn
AUTHORIZER TITLE	Incorporator