

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Bolst, Inc.
a Domestic Benefit Corporation

has amended and filed duly restated articles on 02/08/2022 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **02/10/2022**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
BOLST, INC.

ARTICLE I

The name of this Corporation is Bolst, Inc.

ARTICLE II

This Corporation is a benefit corporation. A purpose of this Corporation is to pursue a public benefit of a reduction in homelessness, more affordable housing options, and an increase in home ownership in underserved communities.

ARTICLE III

A. Authorized Capital Stock. This Corporation shall have authority to issue one hundred million (100,000,000) shares of capital stock consisting of sixty-five million (65,000,000) shares of Class A Common Stock, par value \$0.001 (the “Class A Common Stock”) and thirty-five million (35,000,000) shares of Class B Common Stock, par value \$0.001 (the “Class B Common Stock”) (the Class A Common Stock and the Class B Common Stock are hereinafter collectively sometimes referred to as the “Common Stock”). Except as expressly set forth in these Articles of Incorporation, each share of Common Stock issued and outstanding shall be identical in all respect and for all purposes; participate equally in all dividends and distributions payable with respect to Common Stock, as, if, and when declared by the Board of Directors of this Corporation; and share ratably in all distributions of assets of this Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of this Corporation or any other distribution of assets, rights, or property.

B. Voting Rights. Each share of Class A Common Stock shall entitle to the holder thereof to one (1) vote in all proceedings in which action may or is required to be taken by the shareholders of this Corporation. Except as expressly provided in the non-waivable provisions of the Georgia Business Corporation Code, Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall be entitled to notice of, or in the absence of an invitation by Board of Directors to attend, any proceeding in which action may or is required to be taken by the shareholders of this Corporation.

ARTICLE IV

No director shall have any personal liability to this Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of this Corporation; (b) acts or omissions which involve

intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Georgia Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

ARTICLE V

Any action required by law or by the Bylaws of this Corporation to be taken at a meeting of the shareholders of this Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those Shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent, *provided however*, that failure to give such notice shall not invalidate the action so taken.

ARTICLE VI

This Corporation shall have the power, acting through its Board of Directors, to make distributions of its assets to its shareholders out of its capital surplus and to repurchase its shares out of its unreserved and unrestricted capital surplus available therefor.

ARTICLE VII

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of this Corporation, the Board of Directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on this Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of this Corporation and its subsidiaries, the communities in which offices or other establishments of this Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that any such provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

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sos.ga.gov

Electronically Filed
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Filing Date: 2/8/2022 1:10:17 PM

**TRANSMITTAL INFORMATION FORM
RESTATEMENT**

1. **Bolst, Inc.**

Entity Name

21175894

Entity Control No.

2. **Andy Pierce**

Name of Person Filing Restatement

1201 West Peachtree Street , Suite 3250

Atlanta

GA

30309

Address

City

State

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Andy Pierce

Signature of Authorized Person