

Delaware

Page 1

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 "WOODROW COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 2024, AT 1:59 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

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SR# 20243401253

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204151439
Date: 08-13-24

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:59 PM 08/13/2024
FILED 01:59 PM 08/13/2024
SR 20243401253 - File Number 4675461

WOODROW COMMUNICATIONS INC.

CERTIFICATE OF INCORPORATION

FIRST Name. The name of the Corporation is Woodrow Communications Inc.

SECOND Registered Office and Agent. The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, County of New Castle, Delaware 19808, and the name of its registered agent at such address is Corporation Service Company.

THIRD Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH Stock. The total number of shares of capital stock that the Corporation has the authority to issue is 10,000 shares of Common Stock, no par value per share.

FIFTH Incorporator. The name and address of the incorporator are Charles Tarr, 5 – 8 Hardwick Street, 3rd Floor, London EC1R 4RG, United Kingdom.

SIXTH Liability of Directors. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of the Corporation will be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The provisions of this Article (a) are deemed to be a contract with each person who serves as a director at any time while this Article is in effect, and each such director is deemed to be serving in reliance on the provisions of this Article, (b) will continue as to each person who has ceased to be a director with respect to the periods when he or she was a director and (c) will inure to the benefit of each director's heirs and legal representatives. Any amendment or repeal of this Article or adoption of any additional Article, and any amendment to the Bylaws of the Corporation, which has the effect of increasing director liability will operate prospectively only and will not affect any action taken, or any failure to act, by a director of the Corporation prior to such amendment or repeal becoming effective.

SEVENTH Indemnification. Directors and officers of the Corporation will be indemnified by the Corporation as of right to the fullest extent now or hereafter permitted by the laws of the State of Delaware in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation or otherwise) arising out of their service to the Corporation or to another organization at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. Expenses incurred by persons entitled to indemnification hereunder in defending any such action, suit or proceeding shall be advanced by the Corporation prior to the final disposition of such action, suit or proceeding upon receipt by the Corporation of an undertaking by the person claiming a right to indemnification to repay such advance if it is ultimately determined that such person is not entitled to indemnification. The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability asserted against any such person whether or not the Corporation has the power to indemnify such person against such liability. The provisions of this Article (a) are applicable to actions, suits or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, (b) are deemed to be a contract with each director, officer and other person referred to in this Article who serves in such capacity at any time while this Article is in effect, and each such person is deemed to be serving in reliance on the provisions of this Article, (c) will continue as to directors, officers and other persons who have ceased to render such service and (d) will inure to the benefit of the heirs and legal representatives of the directors, officers and other persons referred to in this Article. Any amendment or repeal of this Article or adoption of any additional Article, and any amendment to the Bylaws of the Corporation, which has the effect of reducing or eliminating the rights granted under this Article, will operate prospectively only and will not have any effect with respect to any action taken, or any failure to act, by the directors, officers and other persons referred to in this Article prior to the effective

date of such amendment or repeal.

EIGHTH Amendment of Bylaws. The Board of Directors has the power to make, amend, alter or repeal the Bylaws of the Corporation, in whole or in part.

NINTH Written Ballots Not Required. Elections of directors may, but need not, be by written ballot.

TENTH Effective Date. This Certificate of Incorporation will be effective upon filing.

WITNESS the due execution hereof this 13th day of August, 2024.

By: /s/Charles Tarr
Charles Tarr, Incorporator
5-8 Hardwick Street, 3rd Floor
London EC1R 4RG, United Kingdom

BYLAWS

of

Woodrow Communications Inc.

Adopted August 13, 2024

IN THE EVENT OF ANY CONFLICT BETWEEN A PROVISION OF THESE BYLAWS AND THE CORPORATION'S CERTIFICATE OF INCORPORATION, AS AMENDED FROM TIME TO TIME (THE "**CERTIFICATE**"), THE CERTIFICATE WILL CONTROL EVEN WITHOUT A SPECIFIC REFERENCE TO THE CERTIFICATE HEREIN. IN THE EVENT OF A CONFLICT BETWEEN A PROVISION OF THESE BYLAWS AND THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE (THE "**GCL**"), THE GCL WILL CONTROL EVEN WITHOUT A SPECIFIC REFERENCE TO THE GCL HEREIN. THESE BYLAWS ARE SUBJECT TO AND MAY BE SUPERSEDED BY THE TERMS OF ANY WRITTEN AGREEMENT AMONG THE STOCKHOLDERS OF THE CORPORATION, A COPY OF WHICH WILL BE FILED WITH THE SECRETARY OF THE CORPORATION.

ARTICLE I STOCKHOLDERS

1.01. Annual Meetings. At least one meeting of the stockholders will be held in each calendar year for the purpose of electing directors and conducting such other business as may properly come before such meeting; provided, that no such meeting shall be required in any year in which directors are elected by written consent in lieu of a meeting.

1.02. Special Meetings. A special meeting of the stockholders may be called at any time by (a) the Board of Directors of the Corporation (the "**Board**") or (b) stockholders entitled to cast at least 20% of the votes that all stockholders are entitled to cast at such meeting.

1.03. Notice of Meetings. Written notice of every meeting of the stockholders will be given by the Secretary or his or her designee to each stockholder of record entitled to vote at such meeting at least 10 days, but not more than 60 days, prior to the date of such meeting. Each such notice will specify the location (if any), means of remote communication (if any), date and time of such meeting. Notice of a special meeting of the stockholders must also specify the general nature of the business to be transacted at such meeting. Except as otherwise expressly provided under these Bylaws or the GCL, notices of stockholder meetings need not contain any additional information. Written notice will be given in the manner provided in Section 4.01.

1.04. Quorum; Action at Meetings. The presence at a meeting of stockholders entitled to cast at least a majority of the votes that all stockholders are entitled to cast on a particular matter will constitute a quorum for purposes of consideration and action on such matter. If a quorum is present, any corporate action taken by stockholders entitled to cast a majority of the votes that all stockholders present at such meeting are entitled to cast will constitute action by the stockholders, notwithstanding the withdrawal from such meeting of enough stockholders to leave less than a quorum.

1.05. Action by Written Consent. Any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting upon the written consent of stockholders who would be entitled to cast the minimum number of votes necessary to authorize such action at a meeting at which all stockholders entitled to vote on such action were present and voting, which consent must be filed with the Secretary. Prompt notice of any such action will be given to any stockholder who does not consent to such action.

1.06. Voting Rights of Stockholders. Unless otherwise provided in the Certificate, every stockholder will be entitled to one vote for every share standing in his or her name on the books of the Corporation.

ARTICLE II BOARD OF DIRECTORS

2.01. Powers. Except as otherwise expressly provided herein or by law, all powers vested by law in the Corporation will be exercised by or under the authority of, and the business affairs of the Corporation will be managed by or under the direction of, the Board.

2.02. Number and Term of Office of Directors. The number of directors which constitute the full Board will be fixed by a resolution of the Board. A full Board will be elected by the stockholders at each annual meeting of the stockholders. Each director will hold office until his or her successor has been elected by the stockholders, or until his or her earlier death, resignation or removal.

2.03. Vacancies. Vacancies in the Board, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining directors, even if such remaining directors constitute less than a quorum.

2.04. Removal of Directors. Any director may be removed from office, with or without assigning any cause, upon the affirmative vote of stockholders holding shares representing at least a majority of all votes entitled to be cast for the election of directors.

2.05. Meetings. The Board may hold such regular meetings at such places, dates and times as it may determine. A special meeting of the Board may be called at any time by the President or any two directors.

2.06. Notice of Meetings. Notice of regular meetings of the Board is not required. The Secretary or his or her designee will give at least 48 hours' prior notice of the location (if any), means of remote communication (if any), date and time of each special meeting of the Board, either verbally or in writing, to each director. Written notice will be given in the manner provided in Section 4.01.

2.07. Quorum; Action at Meetings. The presence at a meeting of the Board of a majority of directors then in office will constitute a quorum for the transaction of business. Any corporate action which is authorized by a majority of the directors present at a meeting of the Board at which a quorum is present will constitute action by the Board.

2.08. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to the action, a written consent to such action executed by all of the directors then in office is filed with the minutes of proceedings of the Board.

2.09. Committees. The Board may, by a resolution adopted by a majority of the directors then in office, establish one or more committees. Each committee will consist of one or more directors who will serve at the discretion of the Board. The provisions of these Bylaws dealing with notice to directors, meetings of the Board and quorums will be applicable to all committee meetings. The Executive Committee, if one is created, will have the full power and authority of the Board, and each other committee which may be created will have the power and authority specified in the resolution creating the same; provided, that no committee will have the power to: (a) submit to the stockholders any action requiring approval of the stockholders; (b) create or fill any vacancies in the Board; (c) adopt, amend or repeal any provision of these Bylaws; (d) amend or repeal any resolution of the Board that by its terms is amendable or repealable only by the Board; or (e) take action on any matter which by these Bylaws or a resolution of the Board is committed exclusively to another committee of the Board.

ARTICLE III OFFICERS

3.01. Election of Officers. At its annual meeting the Board will elect a Chief Executive Officer and a Chief Operating Officer and may elect such President, Secretary, Treasurer, Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as it deems necessary or advisable. Any number of offices may be held by the same person. Each officer will hold office until their successor has been selected by the Board, or until their earlier death, resignation or removal.

3.02. Removal of Officers; Vacancies. Any officer may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. The Board may fill any vacancies in any office occurring in any manner.

3.03. Chief Executive Officer, President and Vice Presidents. The Chief Executive Officer or President is the chief executive officer of the Corporation, will have general and active management of the business of the Corporation and will see that all orders and resolutions of the Board are carried into effect. The Vice Presidents will perform such duties as may be assigned to them by the Board, the Chief Executive Officer or the President and, in the absence or disability of the Chief Executive Officer or President, will perform the duties of the Chief Executive Officer or President in order of their seniority or as otherwise determined by the Board.

3.04. Chief Operating Officer. The Chief Operating Officer will perform all the usual duties incident to the office of Secretary and Treasurer and such additional duties as may be assigned by the Board or the Chief Executive Officer.

3.05. Secretary and Assistant Secretaries. The Secretary will perform all the usual duties incident to such office and such additional duties as may be assigned by the Board or the President. Assistant Secretaries will perform such duties as may be assigned to them by the Board, the President or the Secretary and, in the absence or disability

of the Secretary, will perform the duties of the Secretary in the order of their seniority or as otherwise determined by the Board.

3.06. Treasurer and Assistant Treasurers. The Treasurer is the chief financial officer of the Corporation and will perform all the usual duties incident to such office and such additional duties as may be assigned by the Board or the President. Assistant Treasurers will perform such duties as may be assigned to them by the Board, the President or the Treasurer and, in the absence or disability of the Treasurer, will perform the duties of the Treasurer in the order of their seniority or as otherwise determined by the Board.

ARTICLE IV MISCELLANEOUS

4.01. Manner of Giving Written Notice. Whenever any written notice or other communication is required to be given to any stockholder or director pursuant to any provision of these Bylaws, the Certificate or the GCL:

(a) such communication may be given (i) by delivering a copy thereof personally, (ii) by sending a copy by first class or express mail, postage prepaid, or by courier service, charges prepaid, or (iii) by sending a copy by facsimile, e-mail or other means of electronic communication;

(b) communications to a stockholder are to be sent to the postal address of such stockholder appearing on the books of the Corporation or, if given by means of electronic communication, to the address or number supplied by such stockholder for the purpose of giving notice, and communications to a director are to be sent to the address or number supplied by such director for the purpose of giving notice; and

(c) communications will be deemed to have been given (i) upon receipt, if delivered personally, (ii) when deposited in the United States mail or with an express mail service or courier service, if sent by first class mail, express mail or courier service or (iii) when sent, if given by means of electronic communication.

4.02. Waiver of Notice. Whenever notice is required to be given to any stockholder or director, the requirement of such notice will be deemed to be waived (a) upon receipt by the Corporation of a written waiver of such notice executed by the person entitled to receive such notice or (b) in the case of notice of a meeting, upon attendance by the person at such meeting, unless such person attends such meeting for the express purpose of objecting, at the beginning of such meeting, to the transaction of any business because the meeting was not lawfully called or convened.

4.03. Participation in Meetings by Remote Communication. To the fullest extent permitted by law, any person is permitted to participate in any meeting by means of a conference telephone or other means of remote communication. Participation by any such means will constitute presence in person at such meeting.

4.04. Location of Meetings. Meetings of the stockholders or the Board will be held at such location, if any, as is designated by the Board or, if the Board does not designate a location, at the Corporation's chief executive office.

4.05. Amendment of Bylaws. These Bylaws may be amended or repealed, and additional provisions may be adopted, by the Board or the stockholders at any regular or special meeting. If such change is to be effected at a meeting of the stockholders, the notice of such meeting will state that a purpose of such meeting is to consider such change, and a copy of the proposed change or a summary thereof will be included with such notice.

4.06. Forum for Adjudication of Disputes. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall be the sole and exclusive forum for: (a) any derivative action or proceeding brought on behalf of the Corporation; (b) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders; (c) any action asserting a claim arising pursuant to any provision of the GCL, the Certificate or these Bylaws; or (d) any action asserting a claim governed by the internal affairs doctrine; in each case subject to said court having personal jurisdiction over the indispensable parties named as defendants therein. If any

action the subject matter of which is within the scope of this Section is filed in a court other than a court located within the State of Delaware (a "**Foreign Action**") in the name of any stockholder, such stockholder shall be deemed to have consented to: (x) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce this Section (an "**Enforcement Action**"); and (y) having service of process made upon such stockholder in any such Enforcement Action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section.

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
05/07/2026	Colin M. Hart	