

Delaware

The First State

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*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 "DESENIO GROUP
INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D.
2021, AT 2:45 O`CLOCK P.M.*


Jeffrey W. Bullock, Secretary of State

5828185 8100
SR# 20211240782

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

Authentication: 202951603
Date: 04-13-21

State of Delaware
Certificate of Incorporation of
Desenio Group Inc.

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:45 PM 04/09/2021
FILED 02:45 PM 04/09/2021
SR 20211240782 - File Number 5828185

ARTICLE I
NAME

The name of the corporation (the "Corporation") is Desenio Group Inc.

ARTICLE II
REGISTERED OFFICE AND RESIDENT AGENT

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, located in the County of New Castle. The name of the resident agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

ARTICLE IV
AUTHORIZED STOCK

The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000). All such shares are to be Common Stock, no par value per share, and shall be of one class.

ARTICLE V
DURATION

The Corporation is to have perpetual existence.

ARTICLE VI
BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

**ARTICLE VII
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**ARTICLE VIII
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

**ARTICLE IX
PERSONAL LIABILITY FOR DIRECTORS**

A. A Director of the Corporation shall, to the fullest extent permitted by the DGCL as it now exists or as it may hereafter be amended, 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 DGCL, or (iv) for any transaction from which the Director derived any improper personal benefit. If the DGCL is amended, after approval by the stockholders of this Article IX, 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 DGCL as so amended.

B. Any amendment, repeal or modification of the foregoing provisions of this Article IX, or the adoption of any provision in an amended or restated Certificate of Incorporation inconsistent with this Article IX, by the stockholders of the Corporation shall not apply to or adversely affect any right or protection of a Director of the Corporation existing at the time of such amendment, repeal, modification or adoption.

**ARTICLE X
INDEMNIFICATION**

A. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) such agents of the Corporation (and any other persons to which Delaware 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 DGCL, subject only to limits created by applicable Delaware law (statutory or non-statutory).

B. Any amendment, repeal or modification of any of the foregoing provisions of this Article X 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 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 XI
INCORPORATOR**

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

Name

Business Address

Jared A. Smith

2600 W. Big Beaver Rd., Ste 300
Troy, Michigan 48084

THE UNDERSIGNED, being the sole incorporator, for purposes of forming a corporation pursuant to the DGCL, does make this Certificate of Incorporation, declaring and certifying that this is my act and deed, and the facts stated are true, and accordingly have set my hand this 9th day of April, 2021.



Jared A. Smith, Incorporator

STATE OF DELAWARE
STATE OF CHANGE OF REGISTER
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Desenio Group Inc.
2. The Registered Office of the corporation in the State of Delaware is changed to
251 Little Falls Drive
(street), in the City of Wilmington, DE,
County of New Castle Zip Code 19808. The name of the
Registered Agent at such address upon whom process against this Corporation may be
served is Corporation Service Company.
3. The foregoing change to the registered office/agent was adopted by a resolution of
the Board of Directors of the corporation.

By: [Signature]
Authorized Officer

Name: Michael Kurlancheek, Secretary
Print or Type