

THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

of

ReliabilityFirst Corporation
A Delaware Nonprofit Nonstock Corporation

The undersigned, for the purpose of amending and restating the Second Amended and Restated Certificate of Incorporation of ReliabilityFirst Corporation (the “Corporation”) dated as of March 15, 2013 and filed with the Secretary of State of the State of Delaware on March 18, 2013 (the “Prior Certificate”), hereby certifies that:

1. The name of the Corporation is ReliabilityFirst Corporation. The date of filing of the original certificate of incorporation with the Secretary of State of the State of Delaware was June 15, 2005.
2. This Third Amended and Restated Certificate of Incorporation (this “Certificate of Incorporation”) was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and/or amends the provisions of the Prior Certificate.
3. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Amended and Restated Bylaws of the Corporation, as may be further amended, restated or modified (the “Bylaws”).
4. The text of the Prior Certificate is amended and restated to read as follows:

FIRST. The name of the corporation is ReliabilityFirst Corporation (the “Corporation”).

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

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which not for profit corporations may be organized under the Delaware General Corporation Law.

FOURTH. The Corporation is not for profit and shall not have the authority to issue capital stock.

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

Steven J. Gray
c/o Sonnenschein, Nath & Rosenthal LLP
8000 Sears Tower, 233 South Wacker Drive
Chicago, Illinois 60606

SIXTH. The conditions of and qualification for membership in the Corporation shall be as set forth in the Bylaws.

SEVENTH. The Board of Directors of the Corporation shall (except as otherwise provided herein or in the Bylaws) possess all of the powers of the governing body of the Corporation under Delaware General Corporation Law. The number, qualifications, terms of office, manner of election, time and place of meeting, and power and duties of the directors shall be as set forth in the Bylaws.

EIGHTH. Upon the liquidation, distribution and winding up of the affairs of the Corporation (whether voluntary or by operation of law), the Corporation shall pay or make provision for the payment of all liabilities and obligations of the Corporation. Any remaining assets shall be distributed exclusively for the common business interests of the members to organizations which are exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article EIGHTH, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction to one or more of such nonprofit organizations, which, in such court's sole determination, is/are organized and operated for similar purposes.

NINTH. The Corporation is to have perpetual existence.

TENTH. At all times, and notwithstanding, merger, consolidation, reorganization, termination, liquidation, dissolution or winding up of the Corporation, voluntarily or involuntarily, or by operation of law or any other provision hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying and continuing to qualify as a corporation exempt from federal income taxation under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity that might cause the loss of such qualifications under Section 501(c)(3) of the Code;

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Delaware or any other jurisdiction where its activities are carried on; and

C. No solicitation or contribution to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

ELEVENTH. A director of the Corporation shall not be personally liable to the Corporation or its Members 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 Members, (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 any 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 this Article ELEVENTH by the Members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

TWELFTH. The provisions of this Certificate of Incorporation may be amended, altered or repealed from time to time in accordance with the Delaware General Corporation Law, provided that any such amendment must be approved by members in the manner and pursuant to such notice requirements as set forth under Delaware law and the Bylaws.

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Incorporation to be signed this 6th day of August, 2021.

By:  _____

Secretary, ReliabilityFirst Corporation