
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 13, 2021

JANONE INC.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

000-19621
(Commission
File Number)

41-1454591
(IRS Employer
Identification No.)

325 E. Warm Springs Road, Suite 102
Las Vegas, NV 89119
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: 702-997-5968
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	JAN	The NASDAQ Stock Market LLC (The NASDAQ Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 13, 2021, JanOne Inc. (the “Company”) filed with the Secretary of State of the State of Nevada a Second Amended and Restated Certificate of Designation for the Preferences, Rights, and Limitations of the Series A-1 Convertible Preferred Stock of the Company (the “Second Amended and Restated Certificate of Designation”). The Second Amended and Restated Certificate of Designation, which was approved by the Company’s board of directors and the holder of a majority of the issued and outstanding shares of Series A-1 Convertible Preferred Stock, modified the conversion rights of the holders of such series. Prior to the amendment and restatement, the shares of Series A-1 Convertible Preferred Stock had conversion rights into an aggregate of 85% of GeoTraq, Inc., a wholly-owned subsidiary of the Company. As a result of the filing of the Second Amended and Restated Certificate of Designation, the shares of Series A-1 Convertible Preferred Stock have conversion rights in respect of the Company’s common stock on a one share of Series A-1 stock-for-20 shares of common stock basis, which mirrors the conversion formula set forth in the original Certificate of Designation for the Preferences, Rights, and Limitations of the Series A-1 Convertible Preferred Stock.

A copy of the Amended and Restated Certificate of Designation is attached as Exhibit 3.8(b) to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
3.8(b)	<u>Second Amended and Restated Certificate of Designation of the Preferences, Rights, and Limitations of the Series A-1 Convertible Preferred Stock of JanOne Inc., dated April 13, 2021</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, we have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JanOne Inc.

By: /s/ Tony Isaac

Name: Tony Isaac

Title: Chief Executive Officer

Dated: April 16, 2021



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0123352018-3
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Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- ☐ Certificate of Designation
☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
☒ Certificate of Amendment to Designation - After Issuance of Class or Series
☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT- USE DARK INK ONLY- DO NOT HIGHLIGHT

1. Entity Information:	Name of entity: <div style="border: 1px solid black; padding: 2px;">JanOne Inc.</div>		
	Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px; float: right;">NV20181178042</div>		
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: _____ Time: _____ <small>(must not be later than 90 days after the certificate is filed)</small>		
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing:		
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: <div style="border: 1px solid black; padding: 2px; text-align: center;">Series A-1 Convertible Preferred Stock</div>		
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.		
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* <div style="border: 1px solid black; padding: 5px; text-align: center;"> See attached Second Amended and Restated Certificate of Designation of the Preferences, Rights, and Limitations of the Series A-1 Convertible Preferred Stock of JanOne Inc. </div>		
7. Withdrawal:	Designation being Withdrawn: <div style="border: 1px solid black; width: 150px; height: 1.2em; margin-top: 5px;"></div> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *	Date of Designation: <div style="border: 1px solid black; width: 150px; height: 1.2em; margin-top: 5px;"></div>	
8. Signature: (Required)	<div style="display: flex; align-items: center;"> <div style="text-align: center; margin-right: 20px;"> X Signature of Officer </div> <div style="text-align: center;"> Date: <div style="border: 1px solid black; padding: 2px;">04/13/2021</div> </div> </div>		

* Attach additional page(s) if necessary
 This form must be accompanied by appropriate fees.

**SECOND AMENDED AND RESTATED
CERTIFICATE OF DESIGNATION
OF THE PREFERENCES, RIGHTS, AND LIMITATIONS
OF THE
SERIES A-1 CONVERTIBLE PREFERRED STOCK
OF
JANONE INC.**

The undersigned, the Chief Executive Officer of JanOne Inc., a Nevada corporation (“JanOne”), in accordance with the provisions of Section 78.1955 of the Nevada Revised Statutes, as amended, does hereby certify that, pursuant to the authority conferred upon the Board of Directors of JanOne by the Articles of Incorporation of JanOne, and in accordance with the provisions of Section 8 of that certain Amended and Restated Certificate of Designation of the Preferences, Rights, and Limitations of the Series A-1 Convertible Preferred Stock of JanOne, dated as of October 1, 2020 (the “Amended and Restated A-1 Certificate”), the following resolution that amends and restates such certificate was duly adopted on January 28, 2021, as follows:

RESOLVED, that, pursuant to the authority expressly granted to and vested in the Board of Directors of JanOne by provisions of the Articles of Incorporation of JanOne (the “Articles of Incorporation”), and in accordance with the provisions of Section 8 of that certain Certificate of Designation of the Preferences, Rights, and Limitations of the Series A-1 Convertible Preferred Stock of JanOne, dated as of June 21, 2019, and that certain Amended and Restated A-1 Certificate, the attributes of the previously created and currently issued and outstanding shares of JanOne's Series A-1 Convertible Preferred Stock, par value \$0.001 per share, consisting of Two Hundred Fifty-nine Thousand Seven Hundred Twenty-nine (259,729) shares thereof, shall have the following amended and restated designations, powers, preferences, and relative and other special rights and the following amended and restated qualifications, limitations, and restrictions:

Section 1. Definitions. For the purposes hereof, the following terms shall have the following meanings:

“Amended and Restated A-1 Certificate” shall have the meaning ascribed in the initial paragraph hereof.

“Business Day” means a day in which a majority of the banks in the State of Nevada in the United States of America are open for business.

“Common Stock” shall mean the shares of JanOne's class of common stock, \$0.001 par value per share.

“Conversion” shall have the meaning ascribed in Section 6(a) below.

“Conversion Date” shall mean the date on which a share or shares of the Series A-1 Convertible Preferred Stock is converted pursuant to the terms of this Second Amended and Restated A-1 Certificate.

“Distribution” shall mean the transfer of cash or other property without consideration, whether by way of dividend or otherwise (other than dividends on Common Stock payable in Common Stock), or the purchase or redemption of shares of JanOne for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of JanOne or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of JanOne or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchases of capital stock of JanOne in connection with the settlement of disputes with any stockholder, and (iv) any other repurchase or redemption of capital stock of JanOne approved by the holders of (a) a majority of the Common Stock and (b) a majority of the Series A-1 Convertible Preferred Stock of JanOne voting as separate classes.

“Holder” shall mean the person or entity in which the Series A-1 Convertible Series A-1 Convertible Preferred Stock is registered on the books of Jan One, which shall initially be the person or entity that subscribes for the Series A-1 Convertible Preferred Stock, and shall thereafter be the permitted and legal assigns of which JanOne is notified by the Holder and in respect of which the Holder has provided a valid legal opinion in connection therewith to JanOne.

“Holders” shall mean all Holders of the Series A-1 Convertible Preferred Stock.

“JanOne” shall have the meaning ascribed in the initial paragraph hereof.

“Junior Stock” shall mean the Common Stock and each other class of capital stock or series of preferred stock of JanOne established prior to or after the Original Issue Date, the terms of which do not expressly provide that such class or series ranks senior to or on parity with the Series A-1 Convertible Preferred Stock upon the liquidation, winding-up, or dissolution of JanOne.

“Original Issue Date” shall mean the date upon which the shares of Series A-1 Convertible Preferred Stock are first issued in exchange for the shares of Series A Convertible Preferred Stock.

“Recapitalization” shall mean any stock dividend, stock split, and combination of shares, reorganization, recapitalization, reclassification, or other similar event.

“Second Amended and Restated A-1 Certificate” means this Second Amended and Restated Certificate of Designation of the Preferences, Rights, and Limitations of Series A-1 Convertible Preferred Stock.

“Section 4 Event” shall have the meaning ascribed in Section 4, below.

“Section 6(c) Event” shall have the meaning ascribed in Section 6(c), below.

“Series A Convertible Preferred Stock” shall mean the Series A Convertible Preferred Stock designated by JanOne pursuant to the Articles of Incorporation filed with the Office of the Secretary of State of the State of Nevada.

“Stated Value” shall have the meaning ascribed in Section 2, below.

“Triggering Event” shall have the meaning ascribed in Section 12(f), below.

Section 2. Designation; Amount; and Par Value. The series of Series A-1 preferred stock shall be designated as JanOne's Series A-1 Convertible Preferred Stock (the “Series A-1 Convertible Preferred Stock”) and the number of shares so designated shall be up to Two Hundred Fifty-nine Thousand Seven Hundred and Twenty-nine (259,729) shares (which shall not be subject to increase without the written consent of the Holders of a majority of the then-issued and outstanding Series A-1 Convertible Preferred Stock). Each share of Series A-1 Convertible Preferred Stock shall have a par value of \$0.001 per share (the “Stated Value”).

Section 3. Dividends.

a) JanOne shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of Jan One unless (in addition to the obtaining of any consents required elsewhere in these Articles of Incorporation or under applicable law) the Holders of the Series A-1 Convertible Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A-1 Convertible Preferred Stock pursuant to this Certificate. The Holders of the Series A-1 Convertible Preferred Stock shall be entitled to receive, as declared by the Board of Directors and out of funds legally available for the purpose, a dividend in the aggregate amount of one dollar, regardless of the number of then-issued and outstanding shares of Series A-1 Convertible Preferred Stock. The remaining dividends allocated by the Board of Directors shall be distributed in an equal amount per share to the holders of outstanding Common Stock and the Holders of outstanding Series A-1 Convertible Preferred Stock (on an as-if-converted to Common Stock basis pursuant to the Conversion Ratio as defined below).

b) To the fullest extent permitted by the General Corporation Law of the State of Nevada, JanOne shall be expressly permitted, but not required, to redeem, repurchase or make distributions on the shares of its capital stock in all circumstances other than where doing so would cause JanOne to be unable to pay its debts as they become due in the usual course of business.

Section 4. Voting Rights. The Holder of each share of Series A-1 Convertible Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series A-1 Convertible Preferred Stock held by such holder and (b) 17. Such voting calculation is hereby authorized by JanOne and JanOne acknowledges such calculation may result in the total number of possible votes cast by the Holders of Series A-1 Convertible Preferred Stock and the Common Stock stockholders

in any given voting matter exceeding the total aggregate number of shares that this Company shall have authority to issue. With respect to any stockholder vote, such Holder shall have full voting rights and powers equal to the voting rights and powers of the Common Stock stockholders, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of this Company, and shall be entitled to vote, together with Common Stock stockholders, with respect to any question upon which the Common Stock stockholders have the right to vote. The Holders of Series A-1 Convertible Preferred Stock shall vote together with all other classes and series of common and preferred stock of JanOne as a single class on all actions to be taken by the Common Stock stockholders, except to the extent that voting as a separate class or series is required by law. Nevertheless, if JanOne shall (i) declare a dividend or other distribution payable in securities or (ii) split its outstanding shares of Common Stock into a larger number, including any such reclassification in connection with a merger, consolidation, or other business combination in which JanOne is the continuing entity (any such corporate event, a "Section 4 Event"), then in each instance the voting rights set forth herein shall be adjusted such that the number "17" (as set forth in the first sentence of this Section 4) shall be adjusted to equal the number of votes of Common Stock that would otherwise be voted but for such Section 4 Event.

Section 5. No Liquidation Preference. Immediately prior to the occurrence of any liquidation, dissolution, or winding up of JanOne, whether voluntary or involuntary, all shares of Series A-1 Convertible Preferred Stock shall automatically convert into shares of Common Stock based upon the then-applicable Conversion Ratio but shall not participate in any liquidation proceeds in any manner.

Section 6. Conversion. The Series A-1 Convertible Preferred Stock shall not be convertible into Common Stock and have no other conversion rights except as specifically set forth below:

a) Conversion. The "Conversion Ratio" per share of the Series A-1 Convertible Preferred Stock in connection with any Conversion shall be at a ratio of 1:20, meaning every one share of Series A-1 Convertible Preferred Stock, if and when converted into shares of Common Stock, shall convert into 20 shares of Common Stock (the "Conversion"). Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series A-1 Convertible Preferred Stock into shares of Common Stock at the Conversion Ratio.

b) Taxes. JanOne shall not be required to pay any tax that may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock upon conversion in a name other than that in which the shares of the Series A-1 Convertible Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue or delivery has paid to JanOne the amount of any such tax, or has established, to the satisfaction of JanOne, that such tax has been paid. JanOne shall withhold from any payment due whatsoever in connection with the Series A-1 Convertible Preferred Stock any and all required withholdings and/ or taxes Jan One, in its sole discretion deems reasonable or necessary, absent an opinion from Holder's accountant or legal counsel, acceptable to JanOne in its sole determination, that such withholdings and/ or taxes are not required to be withheld by JanOne.

c) Stock Dividends, Splits, and Reclassifications. If JanOne shall (i) declare a dividend or other distribution payable in securities or (ii) split its outstanding shares of Common Stock into a larger number, including any such reclassification in connection with a merger, consolidation, or other business combination in which JanOne is the continuing entity (any such corporate event, a "Section 6(c) Event"), then, in each instance, the Conversion Ratio shall be adjusted such that the number of shares issued upon conversion of one share of Series A-1 Convertible Preferred Stock will equal the number of shares of Common Stock that would otherwise have been issued but for such Section 6(c) Event.

d) Fractional Shares. If any Conversion of Series A-1 Convertible Preferred Stock would result in the issuance of a fractional share of Common Stock (aggregating all shares of Series A-1 Convertible Preferred Stock being converted pursuant to each Conversion), such fractional share shall be rounded up to the nearest whole share and the Holder shall be entitled to receive, in lieu of the final fraction of a share, one additional whole share of Common Stock.

e) Reservation of Stock Issuable Upon Conversion. JanOne shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A-1 Convertible Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then-outstanding shares of the Series A-1 Convertible Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion

of all then-outstanding shares of the Series A-1 Convertible Preferred Stock, JanOne will within a reasonable time period make a good faith effort to take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

f) Effect of Conversion. On any Conversion Date, all rights of any Holder with respect to the shares of the Series A-1 Convertible Preferred Stock so converted, including the rights, if any, to receive distributions of JanOne's assets or notices from JanOne, will terminate, except only for the rights of any such Holder to receive certificates (if applicable) for the number of shares of Common Stock into which such shares of the Series A-1 Convertible Preferred Stock have been converted.

Section 7. Redemption. The Series A-1 Convertible Preferred Stock shall have no redemption rights by JanOne or any other entity.

Section 8. Protective Provisions. In addition to any other rights provided by law, at any time any shares of Series A-1 Convertible Preferred Stock are outstanding, as a legal party in interest, JanOne, through action directly initiated by JanOne's Board of Directors or indirectly initiated by JanOne's Board of Directors through judicial action or process, including any action by the Common Stock stockholders, shall not, either directly or indirectly by amendment, merger, consolidation, or otherwise, take any of the following actions without first obtaining the affirmative approval by the Holders of a majority of the shares of Series A-1 Convertible Preferred Stock:

- a) Increase or decrease (other than by redemption or conversion) the total number of authorized shares of Series A-1 Convertible Preferred Stock;
- b) Effect an exchange, reclassification, or cancellation of all or a part of the Series A-1 Convertible Preferred Stock, but excluding a stock split or reverse stock split or combination of the Common Stock or Series A-1 Convertible Preferred Stock;
- c) Effect an exchange, or create a right of exchange, of all or part of the shares of another class or series of shares into shares of Series A-1 Convertible Preferred Stock;
- d) Alter or change the rights, preferences, or privileges of the shares of Series A-1 Convertible Preferred Stock so as to affect adversely the shares of such series, including the rights set forth in this Second Amended and Restated A-1 Certificate; provided, however, that JanOne may, by any means authorized by law and without any vote of the Holders of shares of Series A-1 Convertible Preferred Stock, make technical, corrective, administrative, or similar changes in this Second Amended and Restated A-1 Certificate that do not, individually or in the aggregate, materially adversely affect the rights or preferences of the Holders of shares of the Series A-1 Convertible Preferred Stock.

Section 9. Preemptive Rights. Holders of Series A-1 Convertible Preferred Stock and Common Stock stockholders shall not be entitled to any preemptive, subscription, or similar rights in respect of any securities of JanOne, except as specifically set forth herein or in any other document agreed to by JanOne.

Section 10. Reports. JanOne shall mail to all Holders of Series A-1 Convertible Preferred Stock those reports, proxy statements, and other materials that it mails to all of its Common Stock stockholders.

Section 11. Notices. In addition to any other means of notice provided by law or in JanOne's Bylaws, any notice required by the provisions of this Second Amended and Restated A-1 Certificate to be given to the Holders of shares of Series A-1 Convertible Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, return receipt requested, and addressed to each Holder of record at such Holder's address appearing on the books of JanOne.

Section 12. Miscellaneous.

- a) The headings of the various sections and subsections of this Second Amended and Restated A-1 Certificate are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Second Amended and Restated A-1 Certificate.

b) Whenever possible, each provision of this Second Amended and Restated A-1 Certificate shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful, or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Second Amended and Restated A-1 Certificate. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Second Amended and Restated A-1 Certificate would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

c) JanOne will provide to the Holders of the Series A-1 Convertible Preferred Stock all communications sent by JanOne to the Common Stock stockholders.

d) Except as may otherwise be required by law, the shares of the Series A-1 Convertible Preferred Stock shall not have any powers, designations, preferences, or other special rights, other than those specifically set forth in this Second Amended and Restated A-1 Certificate.

e) Shares of the Series A-1 Convertible Preferred Stock converted into Common Stock shall be retired and canceled and shall have the status of authorized but unissued shares of preferred stock of JanOne undesignated as to any specific series and may with any and all other authorized but unissued shares of preferred stock of JanOne be designated or re-designated and issued or reissued, as the case may be, as part of any series of preferred stock of JanOne.

f) Notwithstanding the above, terms and conditions of this Second Amended and Restated A-1 Certificate and the dollar amounts and share numbers set forth herein shall be subject to adjustment, as appropriate, whenever there shall occur a stock split, stock dividend, combination, reclassification, or other similar event involving shares of the Series A-1 Convertible Preferred Stock (each, a "Triggering Event"). Such adjustments shall be made in mathematical proportion to such stock split, stock dividend, combination, reclassification, or other similar event, promptly upon the occurrence of such Triggering Event without the requirement of any further action of, or resolution to be duly adopted by, the Board of Directors. Upon the occurrence of any such Triggering Event adjustment, JanOne shall promptly deliver to each Holder a notice describing in reasonable detail the event requiring the adjustment and the method of calculation thereof.

g) With respect to any notice to a Holder of shares of Series A-1 Convertible Preferred Stock required to be provided hereunder, such notice shall be mailed to the registered address of such Holder, and neither failure to mail such notice, nor any defect therein or in the mailing thereof, to any particular Holder shall affect the sufficiency of the notice or the validity of the proceedings referred to in such notice with respect to the other Holders or affect the legality or validity of any redemption, conversion, distribution, rights, warrant, reclassification, consolidation, merger, conveyance, transfer, dissolution, liquidation, winding-up, or other action, or the vote upon any action with respect to which the Holders are entitled to vote. All notice periods referred to herein shall commence on the date of the mailing of the applicable notice. Any notice that was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the Holder receives the notice.

[Remainder of the page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed and subscribed this Second Amended and Restated A-1 Certificate and does affirm the foregoing as true this 13th day of April, 2021.

JANONE INC.

By: 
Tony Isaac, Chief Executive Officer