ATTACHMENT 1:
Articles of Incorporation

Delaware

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 "CONTOURS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2024, AT 10:52 O`CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

SECRETARY'S OFFICE 1793 DELAWARE 1855

10049431 8100
SR# 20244616713

Authentication: 205237067
Date: 12-27-24

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:52 AM 12/27/2024
FILED 10:52 AM 12/27/2024
SR 20244616713 - File Number 10049431

CERTIFICATE OF INCORPORATION OF CONTOURS, INC. A NONSTOCK CORPORATION

I, the undersigned, for the purpose of creating and organizing a nonprofit nonstock corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware (the "**DGCL**"), certify as follows:

1. The name of the corporation is Contours, Inc. (the 'Corporation").

2. The Registered Office of the corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, DE, 19801, New Castle County, DE. The name of the Registered Agent at such address upon whom process against this corporation may be served is The Corporation Trust Company.

3. The Corporation is organized, and shall at all times be operated, exclusively to promote social welfare within the meaning of Code Section 501(c)(4), including, but not limited to, educates voters and advocates for changes that give greater voice and choice to voters from coast to coast in the United States.

4. The Corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that the Corporation may make payments of reasonable compensation for services rendered.

5. The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under Code Section 501(c)(4).

6. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Notwithstanding any provision of this Certificate of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(4).

7. The director(s) on the Corporation's board of directors shall be the only member(s) of the Corporation.

8. To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a director or officer. No amendment to, modification of, or repeal of this Paragraph 8 shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

9. The Corporation shall not have any capital stock.

10. The Corporation should have perpetual existence until it is dissolved in accordance with the DGCL.

11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more organizations that are tax exempt under Code sections 501(c)(3) or 501(c)(4). Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in

which the principal office of the Corporation is located to one or more organizations that are tax exempt under Code sections 501(c)(3) or 501(c)(4), as designated by said court.

12. The name and mailing address of the incorporator are as follows:

Name:	Sarah Stremlau
Mailing Address:	1151 Walker Rd PMB 596 Dover, DE 19904

13. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend, or repeal Bylaws or adopt new Bylaws without any action on the part of the members; provided that any Bylaw adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered, or repealed by the members.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 26th day of December 2024.

Signed by:
Sarah Stremlau
3AACF0152EC64D1...

Sarah Stremlau, Incorporator

32296348.2

ATTACHMENT 2:

Bylaws and Conflict of Interest Policy

BYLAWS
OF
CONTOURS INC.
(A DELAWARE NONPROFIT, NONSTOCK CORPORATION)

Adopted as of December 27th, 2024

ARTICLE I
NAME AND PURPOSE

Section 1.01 Name. The name of the corporation is Contours Inc. (the "Corporation"), as is set forth in Section 1 of the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation").

Section 1.02 Purpose. The Corporation is a nonprofit corporation and is organized and shall operate exclusively for the purposes described in Section 3 of the Certificate of Incorporation.

ARTICLE II
MEMBERSHIP

Section 2.01 General. The individual(s) who are from time to time the members of the governing body (the "Board") of the Corporation shall be the member(s) of the Corporation and shall have the powers and authority reserved to a "member" or "members" under the Delaware General Corporation Law (as amended from time to time, the "DGCL"). No separate meetings or votes of the member(s) are required or necessary.

ARTICLE III
GOVERNING BODY

Section 3.01 Powers and Duties. The Board will manage and control the affairs and property of the Corporation. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these Bylaws, or the laws of the State of Delaware, will be and hereby are vested in and will be exercised by the Board.

Section 3.02 Number, Election, Term of Office, Vacancies, Removal, and Resignation.

(a) Number and Composition. The number of directors on the Board (the "Directors"), who are elected by the Board, shall be a number, not less than one (1), but no more than fifteen (15), as determined from time to time by the Board, subject to the requirements for director elections as set forth within these bylaws. No decrease in the number of Directors shall serve to diminish the term of any Director then in office.

(b) Election, Term. The Board shall elect at the Annual Meeting all Directors by the vote of a majority of the Board. The term of office of all Directors will be one (1) year; provided, however, each Director will continue in office until her or his successor is elected and qualified, or until her or his earlier death, resignation, removal, or incapacity. All Directors are eligible for unlimited reelection.

(c) Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or the Secretary. Such resignation shall take effect at the time specified in such notice, or if no time is specified, at the time of its receipt. The acceptance of the resignation shall not be necessary to make it effective. If the resignation specifies effectiveness at a time after the delivery of it, then a successor may be elected pursuant to Section 3.02(e) to take office on the date when such resignation becomes effective.

(d) Removal. Any Director may be removed at any time for cause by a majority vote of the other Directors.

(e) Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of Directors and vacancies occurring in the Board for any reason, including any vacancy occurring by reason of the removal of any Director, may be filled by the vote of a majority of the Directors then in office, even if less than a quorum, or by a sole remaining Director.

Section 3.03 Meetings.

(a) Annual Meeting. The annual meeting (the "Annual Meeting") of the Board will be held at a date, time, and place (including solely by means of remote communication) fixed by the Board.

(b) Regular Meetings. Regular meetings ("Regular Meetings") of the Board shall be held at such dates, times, and places (including solely by means of remote communication) as fixed by the Board.

(c) Special Meetings. Special meetings ("Special Meetings") of the Board for any purpose may be called by the President or any Director upon written demand. Except as otherwise provided in these Bylaws, any business may be transacted at any duly called Board meeting.

(d) Participation or Meeting by Remote Communication. Any member of the Board (or a committee thereof) may participate in any meeting by means of a conference telephone or similar device by which all persons can hear all other persons participating in the meeting at the same time. The Board may also determine that any annual, special or regular meeting shall not be held at any place, but may instead be held solely by means of remote communication.

(e) Notice. Notice of the date, time, and place of the Annual Meeting will be given to all directors in such form as the Board may determine. Notice of Regular Meetings need not be given. Notice of each Special Meeting must be given to each Director not less than two (2) days before such meeting. Notice may be in writing by facsimile, courier service, electronic mail, by hand delivery or by telephone. Notice need not be given to a Director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or after its commencement, the lack of notice to him or her.

(f) Officers. The President shall preside at every meeting of the Board. If the President is not present at a meeting of the Board, then a Director chosen by the President shall act as the chair of the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the President shall act as secretary of the meeting.

(g) Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the Directors present may adjourn the meeting to another time and place. At any such meeting following such adjournment at which a quorum is present, any business may be transacted that may have been transacted at the meeting as originally called. If the meeting is adjourned for more than twenty-four (24) hours, then notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting (in such a case shorter notice than Section 3.03(e) requires is permitted) to the directors who were not present at the time of the adjournment. If the meeting is adjourned for less than twenty-four (24) hours, then notice of such adjournment need not be given to the directors who were not present at the time of the adjournment.

Section 3.04 Action of the Board.

(a) Quorum. Except as otherwise provided in these Bylaws, at all meetings of the Board a majority of all Directors in office at the time of the vote shall constitute a quorum for the transaction of business. A Director who is required to recuse her- or himself from voting on a matter under either law or any conflict-of-interest policy adopted by the Corporation shall nevertheless be counted for purposes of determining the presence of a quorum.

(b) Voting. Except as set forth in these Bylaws, each Director shall have one vote. Directors may not vote by proxy.

(c) Majority Action. The action of a majority of the Directors present (whether in person or by remote communication) at any meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by these Bylaws or the Certificate of Incorporation or required by applicable law. A meeting at which a quorum is not present may transact business if (1) such meeting initially (before the withdrawal from such meeting of one or more Director) had a quorum and (2) if any action taken is approved by at least a majority of the number of Directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board a majority of the Directors present may adjourn the meeting in accordance with Section 3.03(g).

(d) Action by Written Consent without a Meeting. Any action required or permitted to be taken by the Board or a committee thereof may be taken if all members of the Board or such committee, as applicable, consent to such action in writing (including electronic mail), and the writings are filed with the minutes of proceedings of the Board or such committee, as applicable. Such action by written consent shall have the same force and effect as a unanimous vote of the members of the Board or such committee, as applicable.

Section 3.05 Compensation. Directors shall serve without compensation from the Corporation for their services as Directors; *provided*, *however*, that Directors may be reimbursed on resolution of the Board for reasonable, actual out-of-pocket expenses incurred to fulfill their duties as Directors. Nothing herein shall in any way limit reasonable reimbursement of or payment by the Corporation for services provided to the Corporation (i) by a Director in any capacity separate from her or his responsibilities as a Director, and/or (ii) by any organization with which a Director is affiliated; *provided*, that in the case of (i) or (ii), there is full, prior disclosure of the interest and compensation is approved by disinterested Directors, consistent with procedures set forth in any conflict-of-interest policy adopted by the Board.

Section 3.06 Committees. The Board may, by resolution, designate from time to time committees of the Board, including an Executive Committee. The Board may delegate to such committee(s) such powers as, in the discretion of the Board and consistent with applicable law, are necessary and desirable. However, no committee shall have the authority to:

(a) Amend the Certificate of Incorporation or these Bylaws;

(b) Approve, adopt or recommend to the Board, any action or matter (*e.g.*, an agreement of merger or consolidation; a sale, lease or exchange of all or substantially all of the assets of the Corporation; or a dissolution of the Corporation), other than the election or removal of Directors, expressly required under the DGCL to be submitted to the Members for approval;

(c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

Each committee shall be appointed (and any member may be removed with or without cause) by a majority vote of the Directors then in office, and shall consist of one or more Directors. The Board shall appoint one member of each committee chair of the committee. The provisions of Sections 3.03(d), (f), (g) and 3.04 shall apply to committees, members of committees and meetings of committees as if the words "committee" and "committee member" were substituted for the words "Board" and "Director" throughout such sections. Each committee may adopt rules for its own government not inconsistent with these Bylaws. Each committee shall keep minutes of its proceedings, and actions taken by a committee shall be reported to the Board at its next meeting. Each member of a committee will continue as such until her or his successor is appointed, unless the committee will be sooner terminated, or until her or his earlier death, resignation, removal, or incapacity. All committee members will serve at the pleasure of the Board.

ARTICLE IV
OFFICERS, EMPLOYEES AND AGENTS

Section 4.01 Officers. At each Annual Meeting, or at any adjournment thereof, the Board will elect the officers (the "Officers") of the Corporation, consisting of a President, a Secretary and a Treasurer and such other officers with such titles, duties and terms as the Board may determine; provided, however, if the Board consists of a single director and no action is taken with respect to officer elections, such single director shall automatically be elected as President, Secretary, and Treasurer. Any such office not filled at an Annual Meeting or adjournment thereof may be filled by the Board at any meeting, and a vacancy in any office may be filled by the Board at any meeting. The Officers shall serve at the pleasure and be subject to the supervision and direction of the Board.

Section 4.02 Term of Office. Each Officer shall hold office for one (1) year; provided, however, each Officer will continue in office until her or his successor is appointed and has qualified or until her or his death, resignation, removal or incapacity. An Officer may serve any number of successive terms. One person may hold, and perform the duties of, more than one office.

Section 4.03 Resignations and Removals.

(a) Any Officer may resign at any time by giving written notice of such resignation to the President or Secretary, without prejudice to the rights, if any, of the Corporation under any contract to which such officer is a party. Such a resignation shall be effective upon the receipt of the notice of it unless a different time is specified in the notice for the effectiveness of the resignation. The acceptance of any such notice shall not be necessary to make effective any resignation unless otherwise specified in such notice.

(b) Any Officer may be removed at any time, with or without cause, subject to the rights, if any, of such officer under any contract of employment (if any), by the Board or by any committee to whom such power of removal has been duly delegated.

Section 4.04 Vacancies. Any vacancy in any office arising at any time from any cause may be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 4.05 President. The President, if such an officer exists, shall, if present, preside at all meetings of the Board in accordance with Section 3.03(d). The President shall have and exercise general charge and supervision of the affairs of the Corporation, subject to the control of the Board. The President shall perform such other duties as may be assigned from time to time by the Board or prescribed by these Bylaws. The President shall be the general manager and chief executive officer of the Corporation.

Section 4.06 Secretary. The Secretary shall act as the secretary at each meeting of the Board. In absence of the Secretary, the presiding officer will appoint a secretary of the meeting. In addition, the Secretary shall:

(a) Record, or cause to be recorded, and keep, or cause to be kept, minutes of all meetings of the Board and committees of the Board, if any. Such minutes shall be kept in written form.

(b) Keep, or cause to be kept, at the principal office of the Corporation an original or copy of the Certificate of Incorporation and these Bylaws, as amended, and generally be responsible for and the custodian of the records (other than financial), books, documents, and papers of the Corporation as the Board may determine.

(c) Duly give or file, or cause to be given or filed, as applicable, notices (*e.g.*, notice of all meetings of the Board and committees of the Board) and reports in accordance with these Bylaws or as required by law.

(d) Exercise such powers and perform such duties as are usually vested in the office of the secretary of an organization and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

If any assistant secretaries are appointed, then the assistant secretary, or one of the assistant secretaries in the order of their rank as fixed by the Board or, if they are not so ranked, the assistant secretary designated by the Board, in the absence or disability of the Secretary or in the event of such officer's refusal to act or if a vacancy exists in the office of Secretary, shall perform the duties and exercise the powers of the Secretary and discharge such duties as may be assigned from time to time pursuant to these Bylaws or by the Board.

Section 4.07 Treasurer. The Treasurer shall:

(a) Be responsible for all functions and duties of the treasurer of the Corporation.

(b) Keep and maintain, or cause to be kept and maintained, complete and accurate books and records of account, receipts and disbursements for the Corporation and exhibit at all reasonable times the books of accounts and records of the Corporation upon request during business hours at the office of the Corporation where the books are kept.

(c) Receive or be responsible for receipt of all monies due and payable to the Corporation from any source whatsoever; have charge and custody of, and be responsible for, all monies, funds, property, securities and other valuables of the Corporation and be responsible for deposit of all such monies in the name and to the credit of the Corporation in such manner as prescribed by the Board or a duly appointed and authorized committee of the Board.

(d) Disburse or be responsible for the disbursement of the funds of the Corporation as may be ordered by the Board or a duly appointed and authorized committee of the Board.

(e) Render to the Board a statement of the financial condition of the Corporation if called upon to do so.

(f) Exercise such powers and perform such duties as are usually vested in the office of chief financial officer of an organization and exercise such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

(g) Give such security for the faithful performance of the Treasurer's duties as the Board may require.

If any assistant financial officer is appointed, the assistant financial officer, or one of the assistant financial officers, if there are more than one, in the order of their rank as fixed by the Board or, if they are not so ranked, the assistant financial officer designated by the Board, shall, in the absence or disability of the Treasurer or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Treasurer, and shall have such powers and discharge such duties as may be assigned from time to time pursuant to these Bylaws or by the Board.

Section 4.08 Compensation. Officers shall serve without compensation from the Corporation for their services as Officers; provided, however, that Officers may be reimbursed on resolution of the Board for reasonable, actual out-of-pocket expenses incurred to fulfill their duties as Officers. Nothing herein shall in any way limit reasonable reimbursement of or payment by the Corporation for services provided to the Corporation (i) by an Officer in any capacity separate from her or his responsibilities as an Officer, and/or (ii) by any organization with which an Officer is affiliated; provided, that in the case of (i) or (ii), there is full, prior disclosure of the interest and compensation is approved by disinterested Directors, consistent with procedures set forth in any conflict-of-interest policy adopted by the Board.

ARTICLE V
CONTRACTS, LOANS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

Section 5.01 Contracts. Except as these Bylaws may otherwise provide, the Board or its duly appointed and authorized committee may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument (including evidences of indebtedness) in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these Bylaws, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 5.02 Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless and except as authorized by the Board or its duly appointed and authorized committee. When so authorized by the Board or such committee, any Officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, Corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the Corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation. Such authorization may be general or confined to specific instances.

Section 5.03 Banks, Checks.

(a) The Board or its duly appointed and authorized committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board, its duly appointed and authorized committee or by the Treasurer or any other Officer or Officers, agent or agents, of the Corporation to whom such power may be delegated from time to time by the Board. The Board or its duly appointed and authorized committee may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as are deemed advisable.

(b) All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or such other Officer or Officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board or its duly appointed and authorized committee. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made, without counter-signature, by the President, the Treasurer, any assistant treasurer or other assistant financial officer or by any other officer or agent of the Corporation to whom the Board or its duly appointed and authorized committee, by resolution, shall have delegated such power or by hand-stamped impression in the name of the Corporation.

Section 5.04 Investments and Proxies. The Board may invest the funds of the Corporation and to change the same and may sell, from time to time, any part of the securities of the Corporation or any rights or privileges that may accrue thereon. The President, Treasurer, or one or more other persons as the Board may designate, may execute and deliver on behalf of the Corporation proxies for stock owned by the Corporation appointing persons to represent and vote such stock at any meeting of stockholders, with full power of substitution, or rescinding such appointments.

Section 5.05 Transfer and Assignment. The Board may authorize any Officer, Director, or other person or persons to execute such forms of transfer or assignments as may be customary or necessary to transfer stocks, bonds, or other securities in the name of or belonging to the Corporation. A person transferring any such stocks, bonds, or other securities pursuant to a form of transfer or assignment so executed will be fully protected and will not have any duty to inquire whether or not the Board has taken action in respect thereof.

ARTICLE VI
INDEMNIFICATION

Section 6.01 Indemnified Parties. To the fullest extent permitted by Delaware law, the Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a Director or Officer, a committee member who is not a Director, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, upon such determination having been made as to such person's good faith and conduct as is required by Delaware law.

Section 6.02 Advancement of Expenses. Expenses incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding will be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of Delaware law, upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount unless it is ultimately determined that such indemnified party is entitled to be indemnified by the Corporation as authorized by these Bylaws.

Section 6.03 Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by Delaware law.

ARTICLE VII
MISCELLANEOUS

Section 7.01 Records. The Corporation shall keep correct and complete books and records of the accounts of the activities of the Corporation, including a minute book which shall contain the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Members, Directors and committees and written consents. Each Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind of the Corporation and any of its subsidiaries and to inspect the physical properties of the Corporation and any of its subsidiaries. Such inspection may be made by the Director in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 7.02 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board.

Section 7.03 Seal. The Corporation shall have no seal.

Section 7.04 Offices. The Corporation may have its principal office and any other offices in such place(s) as the Board may from time to time determine either within or without the State of Delaware.

Section 7.05 Electronic Communication. Unless otherwise set forth in these Bylaws or DGCL, any writing required or permitted hereunder may be in electronic form.

Section 7.06 Conflict of Interest. The Corporation shall adopt a conflict-of-interest policy regarding transactions between the Corporation on the one hand, and Directors, Officers and/or staff on the other hand.

Section 7.07 Amendments.

(a) Certificate of Incorporation. Subject to the requirements of Delaware law and any relevant provisions of the Certificate of Incorporation, the Certificate of Incorporation may be amended by the vote of a majority of the Board or by unanimous written consent; *provided*, that written notice of the proposed amendment has been included in the notice of the meeting.

(b) Bylaws. These Bylaws may be amended or repealed by the vote of a majority of the Board or by unanimous written consent; *provided*, that written notice of the proposed amendment or repeal has been included in the notice of the meeting.

32310194.1

CONFLICT OF INTEREST POLICY
CONTOURS INC.

***Adopted Effective* December 27, 2024**

---

1. Purpose: The purpose of this conflict of interest policy (the "Policy") is to protect the interests of Contours Inc. (the "Corporation") in its activities and transactions. This Policy is intended to address any conflict of interest or the appearance of any conflict on the part of members of the board of directors (the "Board") or other interested persons, including to reduce or eliminate perceptions of favoritism or undue influence. A conflict of interest exists when the personal or professional interests of a Board member or other interested person may affect his or her objectivity. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest for nonprofit corporations.

2. General Policy: Anyone making decisions on behalf of the Corporation should always act based on the best interests of the Corporation, and no individual associated with the Corporation should use his or her position for personal benefit, for the benefit of friends or relatives, or to further any outside interests or personal agenda. This standard applies to all transactions and decisions, whether or not expressly covered by this Policy.

3. Definitions:

    a. An "Interested Person" is any director, officer, or member of a committee of the Corporation.

    b. A "Potential Conflict" exists whenever the personal, professional or financial interest of an Interested Person is opposed to that of the Corporation, or when such an interest or any conflicting fiduciary duty might influence the Interested Person's actions and judgment on behalf of the Corporation. A Potential Conflict also exists when there is an appearance that an Interested Person's actions may be influenced by a competing interest or duty.

    c. An "Actual Conflict" exists whenever an Interested Person's competing interest or fiduciary duty is substantial enough that the Interested Person cannot reasonably be expected to exercise independent judgment and take action in the best interest of the Corporation.

    d. Examples. Actual Conflicts and Potential Conflicts most frequently arise in (but are in no way limited to) the context of: decisions about an Interested Person's compensation (as a contractor or employee); decisions about transactions with organizations in which an Interested Person holds an ownership interest; or decisions about transactions with an organization that employs an Interested Person. Actual or Potential Conflicts may also arise when the Corporation is contemplating a transaction with a close relative or domestic partner of an Interested Person, or any organization in which such a related person has an ownership interest or which employs such a person. Actual Conflicts generally should not arise when the potential benefit to the Interested Person is tenuous or remote, such as an Interested

Person with investments in a mutual fund which holds a small amount of stock in a particular company.

4. Board Procedure:

   a. Whenever an Interested Person becomes aware of a Potential Conflict, whether financial or otherwise, he or she shall make the situation known to the President (or to the Secretary if the President is reporting a Potential Conflict) and provide all facts material to the nature and scope of the Potential Conflict, including whether the Interested Person believes the Potential Conflict could impair, or appear to compromise, his or her ability to make an independent decision based solely on the best interest of the Corporation. If the Interested Person involved does not make this disclosure, another Interested Person with knowledge of the Potential Conflict may report the Potential Conflict to the President (or the Secretary when the President is the subject of the Potential Conflict).

   b. The Board or an applicable committee designated by the Board shall determine whether a Potential Conflict gives rise to an Actual Conflict. After presenting information regarding the Potential Conflict, the involved Interested Person(s) must retire from the meeting and not participate in the Board's or committee's final discussion and voting on the existence of an Actual Conflict, except that the Interested Person(s) may be invited back to provide any relevant information that could be of use to the Board in making its decision. An Interested Person shall never be present for the Board's vote on whether a Potential Conflict gives rise to an Actual Conflict.

   c. In determining whether to proceed with a transaction involving an Actual Conflict, the Board or committee's decision shall be based on consideration of whether the transaction:

      i. is in the Corporation's best interest and for its own benefit;

      ii. is fair and reasonable to the Corporation; and

      iii. is the most advantageous transaction or arrangement the Corporation can obtain with reasonable efforts under the circumstances.

5. Violations of the Conflict of Interest Policy.

   a. If the Board or committee has reasonable cause to believe that a person subject to this Policy has failed to disclose actual or possible conflicts of interest, it shall inform that person of the basis for such belief and afford that person an opportunity to explain the alleged failure to disclose actual or possible conflicts of interests.

   b. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6. Annual Distribution, Acknowledge and Disclosure: This Policy shall be distributed annually to all directors, officers, and members of Board committees. All covered individuals shall sign an annual acknowledgement, substantially in the form attached to this Policy, that they have received a copy of this Policy, understand it, and agree to abide by its terms.

7. Records.

    a. The minutes of the Board and all committees with Board-delegated powers shall contain:

        i. The names of the persons who disclosed or otherwise were found to have a conflicting interest, the nature of the conflicting interest, any action taken to determine whether an Actual Conflict, and the Board's or committee's decision as to whether an Actual Conflict in fact existed; and

        ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

    b. The Secretary shall collect the annual statements required under this Policy and keep such statements with the corporate records.

8. Periodic Reviews. To ensure the Corporation operates in a manner consistent with exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews may be conducted. The periodic reviews may generally include the following subjects:

    a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

    b. Whether partnerships, joint ventures, and other arrangements conform to the Corporation's written policies (as applicable), are properly recorded, reflect reasonable amounts paid for goods and services, further exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

    The Corporation may, but need not, use outside advisors to provide advice for periodic reviews. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ANNUAL STATEMENT

STATEMENT OF DIRECTOR, OFFICER OR MEMBER OF COMMITTEE OF CONTOURS INC. (THE "CORPORATION") AS TO ANY CONFLICT OF INTEREST

In accordance with the Conflicts of Interest Policy of the Corporation (the "Policy"), I hereby affirm that:

1. I have received a copy of the Policy.

2. I have read and understand the Policy.

3. I agree to comply with the terms of the Policy.

4. I understand that the Corporation intends to qualify as a tax-exempt organization and that in order to qualify for and maintain federal tax exemption it must engage primarily in activities that accomplish one or more tax-exempt purposes.

5. To my present knowledge neither I nor any member of my immediate family is a director, trustee, officer, shareholder, partner, member, owner, employee or agent of any business or organization with which the Corporation or any of its affiliates has, or in the foreseeable future probably would have, a transaction, contract or other relationship that may give rise to a Potential Conflict on my part or the part of a member of my immediate family, except as follows:

____

____

____

____

(*When in doubt, please disclose Potential Conflicts, so that the board may determine if an Actual Conflict exists.*)

I agree to report to the Secretary of the Corporation any changes in my response above as changes in my circumstances occur.

______________________________ ______________________________
Signature Date

____
Printed Name

32310205.1

ATTACHMENT 3:

Form 2848, Power of Attorney and Declaration of Representative

Form **2848**
(Rev. January 2021)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Go to *www.irs.gov/Form2848* for instructions and the latest information.

OMB No. 1545-0150

For IRS Use Only
Received by:
Name ______
Telephone ______
Function ______
Date / /

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address	Taxpayer identification number(s)	
Contours Inc. 1151 Walker Rd PMB 596 Dover, DE 19904	33-2568838	
	Daytime telephone number	Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	
Kieran Coe, Godfrey & Kahn, S.C. One East Main Street, Ste 500 Madison, WI 53703 **Check if to be sent copies of notices and communications** ☑	CAF No. 0312-93531R PTIN P02025135 Telephone No. (608) 284-2602 Fax No. (608) 257-0609 Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Mike Wittenwyler, Godfrey & Kahn, S.C. One East Main Street, Ste 500 Madison, WI 53703 **Check if to be sent copies of notices and communications** ☑	CAF No. 0303-43756R PTIN P01485963 Telephone No. (608) 284-2616 Fax No. (608) 257-0609 Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Name and address (**Note:** IRS sends notices and communications to only two representatives.)	CAF No. PTIN Telephone No. Fax No. Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Name and address (**Note:** IRS sends notices and communications to only two representatives.)	CAF No. PTIN Telephone No. Fax No. Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

3 Acts authorized (you are required to complete line 3). Except for the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
Application for tax-exempt status	Form 1024-A	2025

4 Specific use not recorded on the Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See *Line 4. Specific Use Not Recorded on CAF* in the instructions . . . . ▶ ☑

5a Additional acts authorized. In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information): ☐ Access my IRS records via an Intermediate Service Provider;
☐ Authorize disclosure to third parties; ☐ Substitute or add representative(s); ☐ Sign a return; ______

☐ Other acts authorized: ______

b **Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.

List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b):

6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this form. If you **do not** want to revoke a prior power of attorney, check here . . . . ▶ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 **Taxpayer declaration and signature.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative (or designated individual, if applicable), executor, receiver, administrator, trustee, or individual other than the taxpayer, I certify I have the legal authority to execute this form on behalf of the taxpayer.

▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

Signature	Date	Title (if applicable)
Signed by: Sarah Stremlau 3AACF0152EC64D1...	14-Jan-2025	President

Print name	Print name of taxpayer from line 1 if other than individual
Sarah Stremlau	Contours Inc.

Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.

b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.

c Enrolled Agent—enrolled as an agent by the IRS per the requirements of Circular 230.

d Officer—a bona fide officer of the taxpayer organization.

e Full-Time Employee—a full-time employee of the taxpayer.

f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).

g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the IRS is limited by section 10.3(d) of Circular 230).

h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). ***See* Special Rules and Requirements for Unenrolled Return Preparers *in the instructions for additional information.***

k Qualifying Student or Law Graduate—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student, or law graduate working in a LITC or STCP. See instructions for Part II for additional information and requirements.

r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d–f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation—Insert above letter **(a–r)**.	Licensing jurisdiction (State) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable)	Signature	Date
a	DC	1023222	DocuSigned by: Kieran Coe E0C2FB023BFE430...	09-Jan-2025
a	DC	496220	Signed by: Mike Wittenwyler C3EF7BCEA8CA420...	09-Jan-2025