

Delaware

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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 RESTATED CERTIFICATE OF "GAMING INNOVATION GROUP INC.", CHANGING ITS NAME FROM "GAMING INNOVATION GROUP INC." TO "GENTOO MEDIA INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2024, AT 9:32 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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Authentication: 204453101
Date: 09-23-24

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

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GAMING INNOVATION GROUP INC.**

GAMING INNOVATION GROUP INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), does hereby certify as follows:

1. The name of the corporation is Gaming Innovation Group Inc. (the “**Corporation**”). The Corporation was originally incorporated under the name Advanced Compression Technologies, Inc. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 10, 1992, as a stock corporation with its name changed to Gaming Innovation Group Inc. on May 20, 2015 upon filing of a Certificate of Amendment. The Directors of the Corporation have been elected and qualified.

2. Pursuant to Sections 242 and 245 of the General Corporation Law, this Amended and Restated Certificate of Incorporation (this “**Certificate of Incorporation**”) restates and integrates and further amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which was filed with the Secretary of State of the State of Delaware on January 20, 2022 (the “**Existing Certificate**”). This Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

3. The text of the Existing Certificate as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

ARTICLE I

The name of the corporation is Gentoo Media Inc.

ARTICLE II

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

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law.

ARTICLE IV

The total number of shares of stock which the Corporation is authorized to issue is one hundred and fifty million (150,000,000) shares of Common Stock, par value of \$0.001 per share.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

No director of the Corporation shall be personally liable to the Corporation or its stockholders for, monetary damages for breach of fiduciary duty as a director; provided, however, that this limitation shall not eliminate or limit the liability of the directors (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 General Corporation Law, or (iv) for any transaction froth which the director derived an improper personal benefit; provided, further, that this limitation shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article VI became effective. If the General Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of each director of the Corporation shall be limited or eliminated to the full extent permitted by the General Corporation Law as so amended from time to time.

Neither the amendment nor repeal of this section, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Section, shall eliminate or reduce the effect of this Section in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII.

Section 1. Indemnification by Corporation. The Corporation shall indemnify any person who is or was a director or officer of the Corporation with respect to actions taken or omitted by such person in any capacity in which such person serves the Corporation, to the full extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer, as the case may be, and shall inure to the benefit of such person's heirs, executors, and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any person in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized in advance, or unanimously consented to, by the Board of Directors of the Corporation.

Directors and officers of the Corporation shall have the right to be paid by the Corporation expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right that any person may have or hereafter acquire under this Certificate of Incorporation, the by-laws, any statute, agreement, vote of stockholders or disinterested director, or otherwise.

Any repeal, or modification of this Section by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation, existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

Section 2. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including trustee) of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation shall have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of the Certificate of Incorporation and all rights and powers conferred in this Certificate of Incorporation on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 23th day of September, 2024.

GENTOO MEDIA INC.

By: 

Name: Tore Formo

Title: Group CFO