State of California  
Secretary of State  

Certificate of Merger  
(California Corporations Code sections 1113(g), 3203(g), 6019.1, 8015.1, 9640, 12540.1, 15911.14, 15915(b), and 17552)  

IMPORTANT — Read all instructions before completing this form.  

This Space For Filing Use Only  

<table>
<thead>
<tr>
<th>1. NAME OF SURVIVING ENTITY</th>
<th>2. TYPE OF ENTITY</th>
<th>3. CA SECRETARY OF STATE FILE NUMBER</th>
<th>4. JURISDICTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Precourt Sports Ventures LLC</td>
<td>LLC</td>
<td>N/A</td>
<td>Delaware</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>6. NAME OF DISAPPEARING ENTITY</th>
<th>7. TYPE OF ENTITY</th>
<th>8. CA SECRETARY OF STATE FILE NUMBER</th>
<th>5. JURISDICTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Precourt Sports Ventures LLC</td>
<td>LLC</td>
<td>20128510053</td>
<td>California</td>
</tr>
</tbody>
</table>


<table>
<thead>
<tr>
<th>SURVIVING ENTITY</th>
<th>DISAPPEARING ENTITY</th>
</tr>
</thead>
<tbody>
<tr>
<td>CLASS AND NUMBER</td>
<td>CLASS AND NUMBER</td>
</tr>
<tr>
<td>PERCENTAGE VOTE</td>
<td>PERCENTAGE VOTE</td>
</tr>
<tr>
<td>REQUIRED</td>
<td>REQUIRED</td>
</tr>
<tr>
<td>100% of the membership</td>
<td>50%</td>
</tr>
<tr>
<td>50%</td>
<td>50%</td>
</tr>
</tbody>
</table>

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.  

☐ No vote of the shareholders of the parent party was required. ☑ The required vote of the shareholders of the parent party was obtained.  

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.  

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.  

<table>
<thead>
<tr>
<th>PRINCIPAL ADDRESS OF SURVIVING ENTITY</th>
<th>CITY AND STATE</th>
<th>ZIP CODE</th>
</tr>
</thead>
<tbody>
<tr>
<td>One Embarcadero Center, Suite 500</td>
<td>San Francisco, CA</td>
<td>94111</td>
</tr>
</tbody>
</table>

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.  

See attached.  

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.  

Title 6, Section 13-363 of the Delaware Limited Liability Company Act  

15. FUTURE EFFECTIVE DATE, IF ANY  

<table>
<thead>
<tr>
<th>(Month)</th>
<th>(Day)</th>
<th>(Year)</th>
</tr>
</thead>
</table>

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.  

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.  

[Signature]  

[Date]  

JAY ANTHONY PRECOURT, JR., MANAGER  

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY  

[Signature]  

[Date]  

JAY ANTHONY PRECOURT, JR., MANAGER  

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY  

[Signature]  

[Date]  

JAY ANTHONY PRECOURT, JR., MANAGER  

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY  

[Signature]  

[Date]  

[Signature]  

[Date]  

[Signature]  

[Date]  

[Signature]  

[Date]  

(For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:  

OBE MERGER 1 (REV 01/2013)  

APPROVED BY SECRETARY OF STATE
AGREEMENT PURSUANT TO SECTION 17555(g)

PRECOURT SPORTS VENTURES LLC

(1) This is an agreement that the surviving entity may be served in this state in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity.

(2) The surviving entity irrevocably appoints the Secretary of State as its agent for service of process, and an address to which process may be forwarded is:

Precourt Sports Ventures LLC
One Embarcadero Center, Suite 500
San Francisco, CA 94111

(3) the surviving entity agrees that it will promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law.