

EXHIBIT 1
AMENDMENT
OF FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF HUUUGE, INC.

The undersigned, [], does hereby certify as follows:

1. The undersigned is the duly elected and acting [] of Huuuge, Inc., a Delaware corporation (the “**Corporation**”).
2. The Fourth Amended and Restated Certificate of Incorporation of the Corporation (the “**Charter**”) was originally filed with the Secretary of State of Delaware on February 5, 2021.
3. Pursuant to Section 242 and any other applicable provisions of the Delaware General Corporation Law (“**DGCL**”), this Certificate of Amendment to the Charter (the “**Certificate of Amendment**”) amends and restates Article VII of the Charter in its entirety to read as follows:

The Corporation is authorized to indemnify, and to advance expenses to, each current, former or prospective director, officer, employee or agent of the Corporation to the fullest extent permitted by Section 145 of the General Corporation Law, as the same exists or as may hereafter be amended.

To the fullest extent permitted by the General Corporation Law, as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of the directors or officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended from time to time.

Any amendment, repeal or modification of this Article VII, or the adoption of any provision of this Restated Certificate of Incorporation inconsistent with this Article VII, shall not adversely affect any right or protection of a director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or adoption of such inconsistent provision or increase the liability of any director, officer or other agent of the Corporation with respect to acts or omissions occurring prior to such amendment, repeal, modification or adoption of such inconsistent provision.

4. Pursuant to Section 242 and any other applicable provisions of the DGCL, this Certificate of Amendment amends and restates Section 4.1 of Article IV of the Charter in its entirety to read as follows:

4.1 Authorized Capital.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 97,752,436 shares, which shall be divided into two classes, consisting of (i) 92,752,434 shares of common stock, \$0.00002 par value per share (“**Common Stock**”) and (ii) 2 shares of preferred stock, \$0.00002 par value per share, which shall be divided into two series, consisting of 1 share of Series A preferred stock, \$0.00002 par value per share (the “**Series A Preferred Stock**”) and 1 share of Series B preferred stock, \$0.00002 par value per share (the “**Series B Preferred Stock**”) (together, the Series A Preferred Stock and the Series B Preferred Stock will be referred to herein as the “**Preferred Stock**”). The Corporation may from time to time issue Common Stock out of the authorized capital of the Corporation for such consideration as may be determined in accordance with applicable law. Following the effectiveness of the filing of this

Fourth Amended and Restated Certificate of Incorporation (as the same may be amended and/or restated from time to time, the “**Restated Certificate of Incorporation**”), the Corporation shall not (i) issue any shares of its capital stock other than the Common Stock or (ii) grant any additional rights attached to the Preferred Stock other than the rights referred to in Section 4.3 and Section 5.2 below.

5. The foregoing Certificate of Amendment has been duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 and any other applicable provisions of the DGCL.

6. All other provisions of the Charter shall remain in full force and effect.

7. This Certificate of Amendment herein certified shall become effective immediately upon filing with the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer of the Corporation as of September [], 2023.

By _____
[NAME]
[TITLE]

[END OF EXHIBIT 1]