

EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE CANOPY GROUP, INC.

Pursuant to and in accordance with Section 16-10a-1007 of the Utah Revised Business Corporation Act, the following are the Amended and Restated Articles of Incorporation of The Canopy Group, Inc., a Utah corporation:

ARTICLE I

NAME

The name of this corporation (the "Corporation") is:

The Canopy Group, Inc.

ARTICLE II

PURPOSES AND POWERS

1. The Corporation is organized to provide venture capital investments and to engage in any and all lawful acts, activities, and/or pursuits for which corporations may presently or hereafter be organized under the Utah Revised Business Corporation Act (the "URBCA").

2. The Corporation shall have all powers allowed by law, including without limitation those powers described in Section 16-10a-302 of the URBCA, as amended and supplemented. The purposes stated herein shall be construed as powers as well as purposes and the enumeration of a specific purpose or power shall not be construed to limit or restrict the meaning of general terms or the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III

STOCK

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is Twenty Five Million (25,000,000) shares of common stock. Twenty Five Thousand (25,000) shares of common stock shall be designated Class A Common Stock and Twenty Four Million Nine Hundred Seventy Five Thousand (24,975,000) shares of common stock shall be designated Class B Common Stock. All shares of the common stock shall be fully paid and non-assessable.

CLASS A COMMON STOCK

1. Designation. The Class A Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) Voting. Each outstanding share of Class A Common Stock shall have one (1) vote on each matter to be voted on by the shareholders of the Corporation.

(b) Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Common Stock shall be entitled to equal distributions of the net assets of the Corporation.

CLASS B COMMON STOCK

1. Designation. The Class B Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) Equal Rights, Privileges and Limitations, Except Voting Rights. The relative rights, privileges and limitations of shares of the Class A Common Stock and the shares of the Class B Common Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and all other matters coming to a vote before the shareholders of the Corporation, shall be vested exclusively in the holders of the Class A Common shares, until the earlier of the following :

(i) On October 31, 2020; or

(ii) On the occurrence of a Liquidation Event. A Liquidation Event for the purpose of this provision shall be (1) any liquidation, dissolution or winding up of the Corporation or (2) the sale by the Corporation of all or substantially all of its assets or the acquisition of the Corporation by another entity by means of a merger or a consolidation that results in the exchange of the outstanding shares

of the Corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary, unless the shareholders of the Corporation hold at least fifty percent (50%) of the voting power of the surviving corporation or purchaser of the assets of the Corporation in such a transaction.

(b) Voting. Until the earlier of (i) October 31, 2020, or (ii) the occurrence of a Liquidation Event (as previously defined), the Class B Common Stock shall have no voting powers, either general or special; thereafter, Class B Common Stock shall have identical voting powers to Class A Common Stock. To the extent such shares would otherwise be entitled to voting rights under URBCA §§ 16-10a-1004, 16-10a-1302, or other provisions of the URBCA, such rights are expressly revoked and cancelled pursuant to the power to restrict as provided in URBCA § 16-10a-1004(5).

ARTICLE IV

OFFICER AND DIRECTOR LIABILITY

1. The Corporation shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

2. The personal liability of the directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

3. Any repeal or modification of this Article IV by the shareholders of the Corporation shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.