

\$977.6M Funding in last year
+13.89% YoY Funding Growth
155 Deals in last year
38 Avg Deals per Quarter
\$229.5M Avg Funding per Quarter
Q2'15 Biggest Quarter (\$ Funding)



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AirBnB

State of Delaware
Secretary of State
Division of Corporations
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**RESTATED CERTIFICATE OF INCORPORATION
OF
AIRBNB, INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Airbnb, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Airbnb, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on June 27, 2008 under the name Airbed & Breakfast, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is Airbnb, Inc. (the “*Corporation*”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at that address is the Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 710,000,000 shares of Common Stock, \$0.0001 par value per share (“*Common Stock*”), and (ii) 123,608,521 shares of Preferred Stock, \$0.0001 par value per share (“*Preferred Stock*”). As of the effective date of this Restated Certificate of Incorporation (this “*Restated Certificate*”), (i) 355,000,000 shares of the authorized Common Stock of the Corporation are hereby designated “*Class A Common Stock*,” (ii) 355,000,000 shares of the authorized Common Stock of the Corporation are hereby designated “*Class B Common Stock*,” (iii) 31,827,492 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series Seed Preferred Stock*,” (iv) 17,197,416 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series A Preferred Stock*,” (v) 17,351,343 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series B Preferred*”

Stock,” (vi) 951,840 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series B-1 Preferred Stock,*” (vii) 16,960,077 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series C Preferred Stock,*” (viii) 12,765,000 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series D Preferred Stock,*” (ix) 17,000,000 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series E Preferred Stock*” and (x) 9,555,353 shares of the authorized Preferred Stock of the Corporation are hereby designated “*Series F Preferred Stock.*”

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

The Common Stock shall have such terms, rights, powers and privileges, and the qualifications and limitations with respect thereto, as stated or expressed herein. Unless otherwise indicated, references to “Sections” or “Subsections” in this Part A of this Article Fourth refer to sections and subsections of Part A of this Article Fourth.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and privileges of the holders of the Preferred Stock set forth herein.

2. Voting.

2.1 Except as otherwise provided herein or required by law, each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock and each holder of shares of Class B Common Stock shall be entitled to ten (10) votes for each share of Class B Common Stock held on any matter submitted to the stockholders of the Corporation.

2.2 Unless required by law, there shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Restated Certificate of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote (voting together as a single class on an as-converted to the appropriate class of Common Stock basis), irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

3. Conversion.

3.1 Conversion of Class B Common Stock.

3.1.1 Right to Convert. At any time, any holder of shares of Class B Common Stock, at the option of such holder, may convert any share of Class B Common Stock

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