

**CERTIFICATE OF AMENDMENT OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF  
LYFT, INC.**

The undersigned, Logan Green, hereby certifies that:

FIRST: He is the duly elected and acting Chief Executive Officer of Lyft, Inc., a Delaware corporation (the "**Corporation**").

SECOND: The Corporation was originally incorporated under the name Bounder Web, Inc. The Corporation changed its name to Zimride, Inc. on July 21, 2008. The Corporation changed its name to Lyft, Inc. on April 22, 2013. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 5, 2007.

THIRD: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation amends Article IV.A of the Corporation's Amended and Restated Certificate of Incorporation to read in its entirety as follows:

"A. Classes of Stock. As of the date on which this Amended and Restated Certificate of Incorporation is accepted for filing by the Secretary of State of the State of Delaware (the "**Filing Date**"), the authorized capital stock of the corporation shall be as follows:

This Corporation is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." This Corporation is authorized to issue 99,000,000 shares of Common Stock, par value of \$0.00001 per share. This Corporation is authorized to issue 60,415,044 shares of Preferred Stock, par value of \$0.00001 per share, 6,063,921 of which shall be designated "**Series Seed Preferred Stock**," 8,129,364 of which shall be designated "**Series A Preferred Stock**," 7,067,771 of which shall be designated "**Series B Preferred Stock**," 14,479,445 of which shall be designated "**Series C Preferred Stock**" and 24,674,543 of which shall be designated "**Series D Preferred Stock**."

FOURTH: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation amends Article IV.B Section 4(d)(ii)(B) of the Corporation's Amended and Restated Certificate of Incorporation to read in its entirety as follows:

"(B) up to 23,049,194 shares of Common Stock (as adjusted for Recapitalizations) issued or deemed issued to employees, consultants, officers or directors (if in transactions with primarily non-financing purposes) of this

Corporation directly or pursuant to a stock option plan or restricted stock purchase plan approved by the Board of Directors;”

FIFTH: The foregoing Certificate of Amendment has been duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on March 28, 2014.

**LYFT, INC.**

By: /s/ Logan Green  
Logan Green, Chief Executive Officer