

EXHIBIT 4

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22 *Attorneys for Defendant*
23 *Rokoko Electronics*

24 **UNITED STATES DISTRICT COURT**
25 **CENTRAL DISTRICT OF CALIFORNIA**

26 MATTHEW R. WALSH

27 Plaintiff,

28 vs.

ROKOKO ELECTRONICS, and
DOES 1 through 50, inclusive,

Defendant.

Case No.:

[Removal from Superior Court of California,
County of Los Angeles, Case No.
25STCV13828]

DECLARATION OF MIKKEL OVERBY

[Filed concurrently with (1) Civil Cover Sheet;
(2) Corporate Disclosure Statement and Notice
of Interested Parties; and (3) Notice of
Removal]

REED SMITH LLP
A limited liability partnership formed in the State of Delaware

DECLARATION OF MIKKEL OVERBY

I, Mikkel Overby, declare:

1. I am CFO and COO for Rokoko Electronics (“Rokoko”), and I have held these positions since April 2016. I make this declaration in support of the case titled *Matthew R. Walsh v. Rokoko Electronics, et. al.*, Case No. 25STCV13828 filed in the Superior Court of California, County of Los Angeles (the “State Court Action”). All of the information set forth herein is based on my personal knowledge or my review of Rokoko’s corporate records, and if called to testify and be sworn as a witness, I could and would competently testify thereto.

2. In my positions as CFO and COO, I am familiar with and have personal knowledge of Rokoko’s corporate structure and business operations. I have access to and regularly refer to business records concerning Rokoko’s corporate organization and operations. In connection with the preparation of this declaration, I reviewed certain documents described herein that were prepared and maintained in the ordinary course of Rokoko’s business.

3. On May 13, 2025 Plaintiff Matthew R. Walsh (“Plaintiff”) served Rokoko Electronics with copies of the Summons and Complaint.

4. Rokoko was, at the time the State Court Action was commenced, and still is, a corporation organized and existing under the laws of the State of Delaware with a principal place of business in Copenhagen, Denmark.

5. Rokoko’s Articles of Incorporation and Certificate of Good Standing, showing that Rokoko is a Delaware corporation, are attached hereto as **Exhibit 1** and **Exhibit 2** respectively.

6. Rokoko’s principal place of business is located at Sankt Gertruds Stræde 10, 1129 København, Denmark, from where Rokoko’s senior executives direct, control, and coordinate the company’s primary business activities on a day-to-day basis, and where company’s corporate and financial records are maintained in Denmark.

1 7. At no point prior to filing or at the time of filing was Rokoko a citizen of California. Rokoko
2 has only ever been a Delaware corporation with a principal place of business in Denmark.

3 I declare under penalty of perjury under the laws of the State of California and the United States
4 that the foregoing is true and correct.

5 Executed this 11th day of June 2025, in Copenhagen, Denmark.

7 

8 Mikkel Overby

10 REED SMITH LLP
11 A limited liability partnership formed in the State of Delaware
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EXHIBIT A

Delaware

Page 1

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ROKOKO ELECTRONICS, INCORPORATED" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF MAY, A.D. 2015, AT 4:15 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2017, AT 5:05 O`CLOCK P.M.

CERTIFICATE OF RESIGNATION OF REGISTERED AGENT WITHOUT APPOINTMENT, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2021, AT 11:38 O`CLOCK A.M.

CERTIFICATE OF REVIVAL, FILED THE FIFTH DAY OF JULY, A.D. 2022, AT 2:16 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ROKOKO ELECTRONICS, INCORPORATED".



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

5755632 8100H
SR# 20252988480

Authentication: 203881378
Date: 06-06-25

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION

OF

ROKOKO ELECTRONICS, INCORPORATED

ARTICLE I

The name of the corporation is Rokoko Electronics, incorporated (the “**Corporation**”).

ARTICLE II

The address of the Corporation’s registered office in the State of Delaware is One Commerce Center - 1201 Orange St. #600, Wilmington, New Castle County, Delaware 19899. The name of its registered agent at such address is InCorp Services, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of capital stock all of which shall be designated “Common Stock” and have a par value of \$0.00001 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the state of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

ARTICLE VI

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim against the Corporation governed by the internal affairs doctrine.

ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Jakob Balslev
156A, Gothersgade
Copenhagen, 1123, Denmark

Executed on May 26, 2015.

E-signed using Certify (3358f6329e5a2c9074fac0528486d)

Jakob Balslev

Jakob Balslev, Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:05 PM 02/22/2017
FILED 05:05 PM 02/22/2017
SR 20171149661 - File Number 5755632

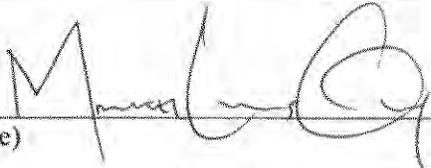
STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE
OF
ROKOKO ELECTRONICS, INCORPORATED

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

First: The name of the corporation is ROKOKO ELECTRONICS, INCORPORATED.

Second: The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served is Harvard Business Services, Inc. The address of the Registered Agent is 16192 Coastal Highway, Lewes, DE 19958, County of Sussex.

Third: The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.

By: 
(Signature)

Name: Mikael Lucas Overby
(Please Print)

Title: COO
(Authorized Officer)

**STATE OF DELAWARE
CERTIFICATE OF RESIGNATION OF
REGISTERED AGENT WITHOUT APPOINTMENT
OF A SUCCESSOR REGISTERED AGENT**

Pursuant to the provisions of Section 136 of Title 8 of the Delaware General Corporation Law, the undersigned agent for service of process, in order to resign as agent without appointment of a successor agent, hereby certifies that:

1. The name of the Corporation is ROKOKO ELECTRONICS, INCORPORATED.
2. The name of the resigning agent is HARVARD BUSINESS SERVICES, INC.
3. That written notice of resignation was given to the affected Corporation at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the Corporation at its address last known to the registered agent on 04/05/2021.
4. The undersigned registered agent has submitted the last provided communications contact information to the Secretary of State as required by Section 136 of Title 8.



By: _____

Name: Michael J. Bell

Title: President of
HARVARD BUSINESS SERVICES, INC.

STATE OF DELAWARE CERTIFICATE FOR REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was forfeited for failure to obtain a registered agent, now desires to procure a revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is ROKOKO ELECTRONICS, INCORPORATED

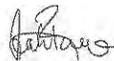
and, if different, the name under which the corporation was originally incorporated _____.

2. The Registered Office of the corporation in the State of Delaware is located at 8 The Green STE R (street), in the City of Dover, County of Kent Zip Code 19901. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Resident Agents Inc.

3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was 05/28/2015.

4. The corporation desiring to be revived and so reviving its certificate of incorporation was organized under the laws of this State.

5. The corporation was duly organized and carried on the business authorized by its charter until the 30th day of September A.D. 2021, at which time its charter became inoperative and forfeited for failure to obtain a registered agent and the certificate for revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: 
Authorized Officer

Name: Jakob Balslev
Print or Type

EXHIBIT B

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROKOKO ELECTRONICS, INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JUNE, A.D. 2025.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROKOKO ELECTRONICS, INCORPORATED" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5755632 8300

SR# 20252988411

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink that reads "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203881341

Date: 06-06-25

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CERTIFICATE OF SERVICE

I am a resident of the State of California, over the age of eighteen years, and not a party to the within action. I am employed in the office of a member of the bar of this court at whose direction the service was made. My business address is REED SMITH LLP, 515 South Flower Street, Suite 4300, Los Angeles, CA 90071. On June 12, 2025, I served the following document(s) by the method indicated below:

**NOTICE OF REMOVAL OF CIVIL ACTION
28 U.S.C. §§ 1332 AND 1441(b)**

by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at Los Angeles, California addressed as set forth below. I am readily familiar with the firm’s practice of collection and processing of correspondence for mailing. Under that practice, it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if the postal cancellation date or postage meter date is more than one day after the date of deposit for mailing in this Declaration.

by transmitting via email to the parties at the email addresses listed below:

Matthew R. Walsh
19197 Golden Valley Rd #333
Santa Clarita, CA 91387
Email: matthew@winteryear.com

I declare under penalty of perjury under the laws of the United States that the above is true and correct. Executed on June 12, 2025, at Los Angeles, California.

Heather Valencia

REED SMITH LLP
A limited liability partnership formed in the State of Delaware