



6502121



STATE OF CALIFORNIA
Office of the Secretary of State
ARTICLES OF INCORPORATION
CA GENERAL STOCK CORPORATION
California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

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Corporation Name	Souza Family Corporation
Initial Street Address of Principal Office of Corporation Principal Address	24591 SILVER CLOUD COURT SUITE 100 MONTEREY, CA 93940
Initial Mailing Address of Corporation Mailing Address	24591 SILVER CLOUD COURT SUITE 100 MONTEREY, CA 93940
Attention	
Agent for Service of Process Agent Name	Gregory R Pruett
Agent Address	24591 SILVER CLOUD COURT SUITE 100 MONTEREY, CA 93940
Shares	The total number of shares the corporation is authorized to issue is: 2,000,000 Does the corporation have more than one class or series of shares? Yes
Purpose Statement	The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.
Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this filing.	
Electronic Signature	
<input checked="" type="checkbox"/> By checking this box, I acknowledge that I am electronically signing this document as the incorporator of the Corporation and that all information is true and correct.	
Minna C. Yang	12/19/2024
Incorporator Signature	Date

**ATTACHMENT TO ARTICLES OF INCORPORATION OF A
GENERAL STOCK CORPORATION (ARTS-GS)**

Corporate Name: SOUZA FAMILY CORPORATION (“**Corporation**”)

I. Classes of Stock, Preferences, Privileges, Restrictions.

A. Classes of Stock. The total number of shares of stock that the Corporation shall have authority to issue is 2,000,000 shares of common stock (“**Common Stock**”) of which 200,000 shares shall be designated as Voting Common Stock (“**Voting Common Stock**”) and 1,800,000 shares shall be designated as Non-Voting Common Stock (“**Non-Voting Common Stock**”). The rights, preferences, powers, privileges, and the restrictions, qualifications and limitations of the Non-Voting Common Stock are identical with those of the Voting Common Stock other than in respect of voting rights as set forth herein, and for all purposes under these Articles of Incorporation, the Voting Common Stock and Non-Voting Common Stock shall together constitute a single class of shares of the capital stock of the Corporation.

B. Voting Rights.

(i) Voting Common Stock. The holders of the Voting Common Stock shall possess exclusively all voting power and rights, and each holder of Voting Common Stock shall have one vote in respect of each share held by him or her of record on the books of the Corporation for the election of Directors and on all matters submitted to a vote of shareholders of the Corporation.

(ii) Non-Voting Common Stock. Shares of Non-Voting Common Stock shall be non-voting, except as provided by law; provided that so long as any shares of Non-Voting Common Stock are outstanding, the Corporation shall not, without the written consent of a majority of the outstanding shares of Non-Voting Common Stock or the affirmative vote of holders of a majority of the outstanding shares of Non-Voting Common Stock at a meeting of the holders of Non-Voting Common Stock duly called for such purpose, amend, alter or repeal (by merger, consolidation, combination, reclassification or otherwise) its Articles of Incorporation or bylaws so as to adversely affect (disproportionately relative to the Voting Common Stock) the rights or powers of the Non-Voting Common Stock.

II. Limitation on Director Liability. The liability of the Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

III. Indemnification of Agents. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation and its shareholders.

IV. Establishing Primacy of Buy-Out Agreement Upon Dissolution. If proceedings for dissolution of the Corporation to which Corporations Code Section 2000 applies are instituted, the provisions of any buy-out agreement then in effect among the Corporation's shareholders shall govern and supersede any provisions of Section 2000 inconsistent therewith, to the extent required to enforce such agreement.