



6473396



STATE OF CALIFORNIA
Office of the Secretary of State
ARTICLES OF INCORPORATION WITH
STATEMENT OF CONVERSION
CA GENERAL STOCK CORPORATION

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: 6473396

Date Filed: 12/13/2024

B3264-6322 12/13/2024 7:20 AM Received by California Secretary of State

Converted Corporation Name Corporation Name	Kee Wan Enterprises, Inc.
Converting Entity Details Converting Entity Name Converting Entity Type Formed In	Kee Wan Enterprises, Inc. Nonqualified Out-of-State Corporation Barbados
Statement of Conversion	The out-of-state entity is authorized to effect the conversion by the laws under which it is formed, and it has approved a plan of conversion or other instrument to effect the conversion as required by the laws under which it is formed. The conversion has been approved by the number or percentage of applicable holders of interest of the foreign entity as is required by the laws under which it is formed.
Initial Street Address of Principal Office of Corporation Principal Address	251 OCEANO DRIVE LOS ANGELES, CA 90049
Initial Mailing Address of Corporation Mailing Address Attention	251 OCEANO DRIVE LOS ANGELES, CA 90049 Diana Lu
Agent for Service of Process California Registered Corporate Agent (1505)	CORPORATION SERVICE COMPANY WHICH WILL DO BUSINESS IN CALIFORNIA AS CSC - LAWYERS INCORPORATING SERVICE Registered Corporate 1505 Agent
Shares The total number of shares the corporation is authorized to issue is: 100 Does the corporation have more than one class or series of shares? No	
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"/> I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.
<u>Diana Lu</u> Authorized Signature	<u>Director</u> Title
	<u>12/13/2024</u> Date



Corporate Affairs and Intellectual Property Office

Ground Floor, BAOBAB Tower, Warrens,

St. Michael, Barbados

Tel: (246) 535-2401 Fax: (246) 535-2444

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B3264-6323 12/13/2024 7:20 AM Received by California Secretary of State

November 01, 2024

C/o The Corporate Secretary Limited
Whitepark House
White Park Road
Bridgetown
Barbados


Dear Madam:

Re: KEE WAN ENTERPRISES INC.
COMPANY NO. 5712

I wish to inform you that your application which was submitted on the 16th October, 2024 to continue with the above-named company under the laws of California, U.S.A has been approved in accordance with section 356.4 of the Companies Act, Cap. 308.

I look forward to receipt in due course of a notice under section 356.6 that this Company has been continued in California, U.S.A.

Yours faithfully


AFIZA BOYCE
Legal Officer (Ag.)
For Registrar

356.4. (1) Subject to section 356.5, a company may

Corporation
leaving
Barbados.

- (a) if it is authorised by its shareholders in accordance with this section; and
- (b) if it is established to the satisfaction of the Registrar that its proposed continuance in another jurisdiction will not adversely affect its creditors or shareholders,

apply to the appropriate official or public body of the other jurisdiction and request that the company be continued as a corporation in the other jurisdiction as if it had been incorporated under the laws of that other jurisdiction.

(2) A notice of a meeting of shareholders complying with section 109 must be sent in accordance with that section to each shareholder and must state that a dissenting shareholder is entitled to be paid the fair value of his shares in accordance with sections 213 to 222; but a failure to make that statement does not invalidate a continuance effected in another jurisdiction pursuant to an application made otherwise in accordance with this section.

(3) Each share of a company carries the right to vote in respect of a continuance in another jurisdiction whether or not it otherwise carries a right to vote.

(4) An application for continuance in another jurisdiction becomes authorised when the shareholders voting thereon have approved the continuance by special resolution.

(5) The directors of a company may, if authorised by the shareholders at the time of approving an application under this section for continuance of the company in another jurisdiction, abandon the application without further approval of the shareholders.

356.5. A company may not apply for continuance in another jurisdiction, nor may it be continued under the laws of another jurisdiction, as a body corporate incorporated in that other jurisdiction pursuant to section 356.4 unless the laws of that other jurisdiction provide in effect that

Conditions
precedent.

- (a) the property of the company continues to be the property of the body corporate;
- (b) the body corporate continues to be liable for the obligations of the company;
- (c) any existing cause of action, claim or liability to prosecution is unaffected;
- (d) a civil, criminal or administrative action or proceeding pending by or against the company can be continued to be prosecuted by or against the body corporate; and
- (e) a conviction against or ruling order or judgment in favour of or against, the company can be enforced by or against the body corporate.

Discontinu-
ance and
effect.
1986-4.

356.6. (1) Upon receipt of notice satisfactory to him that a company that has made an application under section 356.4 has been continued as a corporation under the laws of another jurisdiction, the Registrar must file the notice and issue a certificate of discontinuance in accordance with section 404.

(2) After a certificate of discontinuance is issued under subsection (1) in respect of a company that is continued as a corporation under the laws of another jurisdiction, the corporation thereupon becomes an external company for all the purposes of this Act.

(3) The notice described in subsection (1) is, for the purposes of section 404, articles that conform to law.

DIVISION E

MUTUAL INSURANCE COMPANIES

Application
of Division.

356.7. (1) This Division applies to every company incorporated under this Act for the purpose of undertaking contracts of insurance upon the mutual plan, that is to say, a plan whereby the company is directly or indirectly owned by its members and provides insurance or reinsurance directly or indirectly for the benefit of such members in this Division called a "mutual company."