



6440436



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	McKeown Commercial Services, Inc.
Initial Street Address of Principal Office of Corporation Principal Address	1945 LAGUNA CANYON RD. BUILDING 2 LAGUNA BEACH, CA 92651
Initial Mailing Address of Corporation Mailing Address	1945 LAGUNA CANYON RD. BUILDING 2 LAGUNA BEACH, CA 92651
Attention	
Agent for Service of Process Agent Name	Gilbert J. Bradshaw
Agent Address	650 TOWN CENTER DR. SUITE 680 COSTA MESA, CA 92626
Shares	The total number of shares the corporation is authorized to issue is: 6,000 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.	
Gilbert J. Bradshaw	11/01/2024
Incorporator Signature	Date

**ATTACHMENT 1 TO THE ARTICLES OF INCORPORATION
OF MCKEOWN COMMERCIAL SERVICES, INC.,
ARTICLE ADDITIONAL STATEMENTS**

CAPITAL STRUCTURE

Authorized Shares. The total number of shares of stock which the Corporation is authorized to issue is 6,000 shares, 5,000 of which shall be designated as shares of common stock, par value \$0.0001 per share (the “**Common Stock**”) and 1,000 of which shall be designated as blank check preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”).

Common Stock.

Voting Rights. The holders of outstanding shares of Common Stock shall vote together as a single class, with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration (whether at a meeting of shareholders of the Corporation, by written action of shareholders in lieu of a meeting or otherwise). Each holder of a share of Common Stock shall have the right to one (1) vote for each share. Each holder of a share of Common Stock shall also be entitled to notice of any shareholders’ meeting in accordance with the Bylaws (as herein defined) of the Corporation and shall be entitled to vote upon such matters and in such manner as may be provided by the General Corporation Law of California.

Dividend and Liquidation Rights. The dividend and liquidation rights of the holders of all classes of shares of Common Stock shall be subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock, as determined by the Board of Directors (the “**Board**”) from time to time.

Preferred Stock.

Blank Check Preferred Stock. The shares of Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. The Board is hereby expressly authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed on each series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. Subject to compliance with applicable protective voting rights that have been or may be granted to the Preferred Stock or any series thereof in Certificates of Determination of Preferred Shares or in these Articles of Incorporation (“**Protective Provisions**”), but notwithstanding any of the other rights of the Preferred Stock or any series thereof, the rights, preferences, privileges and restrictions of any such series of Preferred Stock may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent) or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions (if any), the Board also is authorized to increase or decrease the number of shares of any series of Preferred Stock, before or after the issuance of such series, but not below the number of shares of such series then outstanding. In case the number of shares of any series is so decreased, the shares

constituting such decrease shall resume the status that they had before the adoption of the resolution originally fixing the number of shares of such series.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

Indemnification of Corporate 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, votes 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.

Repeal or Modification. Any repeal or modification of any of the foregoing provisions of this section shall not adversely affect any right or protection of a director or agent of the Corporation existing at the time of such repeal or modification.

BYLAWS

Election of Directors. Unless and except to the extent that the bylaws of the Corporation (the "**Bylaws**") shall so require, the election of directors of the Corporation need not be by ballot unless a shareholder demands election by ballot at the meeting and before voting begins.

Adopting, Amending and Repealing Bylaws. The Corporation shall have the right, subject to any express provisions or restrictions contained in these Articles of Incorporation or the Bylaws, from time to time, to amend, alter, or repeal any provision of these Articles of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or shareholder of the Corporation by these Articles of Incorporation or any amendment hereto.