



ARTICLES OF INCORPORATION  
OF  
LONGEVA INC.

For Office Use Only

**-FILED-**

File No.: 6365717

Date Filed: 8/23/2024

ONE: NAME.

The name of this Corporation is Longeva Inc.

TWO: PURPOSE.

The purpose of this 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.

THREE: AGENT FOR SERVICE OF PROCESS.

The name and address in this State of the corporation's initial agent for service of process is Jerry J Goldstein, 77-711 Flora Road, Suite 109, Palm Desert, CA 92211-4110.

FOUR: INITIAL STREET ADDRESS OF THIS CORPORATION.

The initial street address and mailing address of the corporation is 8240 Zitola Terracc, Playa Del Rey, California 90293.

FIVE: STOCK.

**Section 1. Classes of Shares.** This Corporation is authorized to issue two (2) classes of shares of stock which shall be designated "Common Stock" and "Preferred Stock", respectively. The total number of shares that this Corporation is authorized to issue is thirty million (30,000,000). The total number of authorized shares of Common Stock is ten million (10,000,000). The total number of authorized shares of Preferred Stock is Twenty Million (20,000,000).

**Section 2. Rights, Preferences, Privileges and Restrictions.** A statement of the rights, preferences, privileges and restrictions granted to and/or imposed upon the respective classes or series of shares or on the holders of them is as follows:

(a) Except as otherwise provided by law, every holder of Common Stock of this Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his or her name on the books of the Corporation on the date established by the Board of Directors as the record date for determination of shareholders entitled to vote. In addition, every holder of Common Stock of this Corporation shall be entitled to (i) receive dividends *pari passu* with any other shares of Common Stock when and as lawfully declared by the Board of Directors of this Corporation, and (ii)

receive amounts upon sale or other liquidation *pari passu* with any other shares of Common Stock when and as lawfully declared by the Board of Directors of this Corporation, subject to any rights, preferences, privileges and restrictions granted to or imposed on any shares of Preferred Stock issued by this Corporation.

(b) Except as otherwise provided by law, the shares of Preferred Stock may be issued in any number of series as determined by the Board of this Corporation. Initially The ten million (10,000,000) shares of Preferred Stock shall be designated as "Series A Preferred Stock and ten million (10,000,000) shares of Preferred Stock shall be designated as "Series B Preferred Stock.

(i) Except as otherwise provided by law, every holder of Series A Preferred Stock of this Corporation shall be entitled to ten (10) votes for each share of Series A Preferred Stock standing in his or her name on the books of the Corporation on the date established by the Board of Directors as the record date for determination of shareholders entitled to vote. In addition, except as otherwise provided by law, every holder of Series A Preferred Stock shall be entitled to (i) receive dividends, when and as lawfully declared by the Board of Directors of this Corporation *pari passu* with holders of shares of Common Stock and (ii) to receive amounts upon sale or other liquidation per share *pari passu* with any shares of Common Stock when and as authorized by the Board of Directors of this Corporation. Moreover, every holder of Series A Preferred Stock shall have the right to convert the shares of Series A Preferred Stock to shares of Common Stock from time to time and at any time at the option of such holder, in such holder's sole and absolute discretion, in accordance with applicable law. If the holder of Series A Preferred Stock shall sell, gift, devise, or otherwise transfer any shares of Series A Preferred Stock to any third party whomsoever, upon the transfer thereof such shares shall automatically be converted to a like number of shares of Common Stock without any voting preferences with respect thereto.

(ii) Every holder of Series B Preferred Stock of this Corporation shall have no voting rights, except as otherwise provided by law.

Notwithstanding the foregoing, the Board of Directors may determine, alter, or revoke the rights, preferences, privileges and restrictions pertaining to any wholly unissued class or series of shares of Preferred Stock. The Board may thereafter, in the same manner, increase or decrease the number of shares of Preferred Stock of any such series (but not below the number of shares of such series then outstanding). Subsequent to the Board making any such determinations, the Board shall authorize the officers of this Corporation to either amend these Articles of Incorporation or file a Certificate of Determination with the California Secretary of State, setting forth the rights, preferences, privileges and restrictions pertaining to any such class or series; provided, however, that no such rights, preferences, privileges and restrictions pertaining to the holders of the Series A Preferred Stock shall be made reducing or eliminating the right of the holders of the Series A shares of Preferred Stock to cast ten (10) votes for each share of Series A Preferred Stock unless the holders of the Series A Preferred Stock agree to such provisions.

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**SIX. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES  
AND OTHER AGENTS.**

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Any repeal, modification or adoption of any provision of the Articles of Incorporation inconsistent with this Article shall only be prospective and shall not affect adversely the rights under this Article in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability. In addition, this Corporation is authorized to indemnify the officers, employees and other agents of this Corporation to the fullest extent permissible under California law, including indemnification in excess of the indemnification expressly authorized by Section 317 of the California Corporations Code for breach of duty by agents, through adoption of bylaw provisions, contractual agreements with agents, vote of shareholders or disinterested Directors, subject only to the limits of such excess indemnification as provided in Section 204 of the California Corporations Code. Any Amendments of any provision of the Articles of Incorporation inconsistent with this Article SIX shall only be prospective and shall not adversely affect the rights under this Article SIX in effect at the time of the alleged occurrence of any act or omission giving rise to indemnification.

**SEVEN. COMPENSATION OF DIRECTORS.**

The Board shall have the authority to fix the compensation of directors to the fullest extent permissible under California law, subject only to restrictions as may be set forth in the bylaws, a Certificate of Determination filed with the Secretary of State, or amendment of these Articles.

Dated: August 22, 2024

  
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Jerry J. Goldstein  
Incorporator

I declare I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.

  
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Jerry J. Goldstein  
Incorporator