



6491177



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	
Corporation Name ANT SOCIAL PAYMENT INC	
Initial Street Address of Principal Office of Corporation	
Principal Address 333 CITY BOULEVARD WEST, CITY TOWER CENTER STE 1739 ORANGE, CA 92868	
Initial Mailing Address of Corporation	
Mailing Address 333 CITY BOULEVARD WEST STE 1739 CITY TOWER CENTER ORANGE, CA 92868	
Attention MINH HOANG DOAN	
Directors	
Director Name	Director Address
MINH HOANG DOAN	9021 OASIS AVE WESTMINSTER, CA 92683
Agent for Service of Process	
Agent Name MINH HOANG DOAN	
Agent Address 9021 OASIS AVE WESTMINSTER, CA 92683	
Shares	
The total number of shares the corporation is authorized to issue is: 800,000,000	
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"/> I declare that I am the person who executed this instrument, which execution is my act and deed.	
MINH HOANG DOAN	12/12/2024
Director Signature	Date

ATTACHMENT

SECTION: SHARES

The total number of shares of stock that the corporation is authorized to issue is **Eight Hundred Million (800,000,000)**, all of which shall be designated as **Common Stock**. The Common Stock shall be divided into three classes as follows:

- **Class A Common Stock:** 560,000,000 shares.
- **Class B Common Stock:** 160,000,000 shares.
- **Class C Common Stock:** 80,000,000 shares.

The rights, preferences, privileges, and restrictions of each class of Common Stock are as follows:

RIGHTS, PREFERENCES, AND RESTRICTIONS

Section 1: Class A Common Stock

1. **Voting Rights:**

Each share of Class A Common Stock shall entitle the holder to **one (1) vote** on all matters submitted to a vote of the shareholders.

2. **Dividend Rights:**

Holders of Class A Common Stock shall be entitled to receive dividends, if and when declared by the Board of Directors, on a **pari passu basis** with Class B and Class C Common Stock, subject to the provisions of Section 3.

3. **Liquidation Rights:**

In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the holders of Class A Common Stock shall be entitled to share ratably in the net assets of the corporation remaining after payment of all debts and liabilities, on a **pari passu basis** with Class B and Class C Common Stock.

Section 2: Class B Common Stock

1. **Voting Rights:**

Each share of Class B Common Stock shall entitle the holder to **ten (10) votes** on all matters submitted to a vote of the shareholders.

2. **Dividend Rights:**

Holders of Class B Common Stock shall be entitled to receive dividends, if and when declared by the Board of Directors, on a **pari passu basis** with Class A and Class C Common Stock.

3. **Liquidation Rights:**

In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the holders of Class B Common Stock shall be entitled to share ratably in the net assets of the corporation remaining after payment of all debts and liabilities, on a **pari passu basis** with Class A and Class C Common Stock.

4. **Participating Rights:**

Class B Common Stock shall be **participating** and entitled to share in any additional distributions on a **pari passu basis** with Class A and Class C Common Stock after payment of all fixed entitlements.

5. **Conversion Rights:**

- **Optional Conversion:** Each share of Class B Common Stock shall be convertible into one (1) share of Class A Common Stock at the option of the holder or upon the occurrence of the following events:
 - (i) Transfer of the share to a non-affiliate.
 - (ii) Written request by the holder to the corporation.
- **Automatic Conversion:** All outstanding shares of Class B Common Stock shall automatically convert into Class A Common Stock on a one-to-one basis upon the occurrence of the following events:
 - (i) The death or resignation of the holder.
 - (ii) Transfer of the share to a non-affiliate.
 - (iii) The corporation's initial public offering.

6. **Anti-Dilution Protection:**

- **Exclusion of Founders' Shares:** Notwithstanding any other provision of this Article, the anti-dilution adjustments set forth herein shall not apply to shares of common stock held by the founders of the corporation, as identified in Exhibit A attached hereto.

- **Carve-Out for Certain Issuances:** The anti-dilution adjustments set forth in this Article shall not apply to:
 - (i) Shares issued pursuant to the corporation's employee stock option plan.
 - (ii) Shares issued upon the exercise of options or warrants outstanding as of the date hereof.
 - (iii) Shares issued to the founders of the corporation in connection with their continued service to the corporation.

7. Ownership Restrictions:

In the event that a holder of Class B Common Stock transfers such shares to any person or entity other than a permitted transferee, such shares shall automatically convert into Class A Common Stock on a one-to-one basis.

8. Protective Provisions:

Certain corporate actions shall require the consent of the holders of a majority of the outstanding Class B Common Stock, including but not limited to:

- (i) Issuing senior securities.
- (ii) Changing the number of authorized shares.
- (iii) Liquidating the company.

Section 3: Class C Common Stock

1. Voting Rights:

Class C Common Stock shall have **no voting rights**, except as required by law.

2. Dividend Rights:

Holders of Class C Common Stock shall be entitled to receive dividends, if and when declared by the Board of Directors, at a rate **2% higher** than the rate applicable to Class A and Class B Common Stock.

3. Liquidation Rights:

a. Priority Distribution:

Holders of Class C Common Stock shall be entitled to receive, prior to any distribution to holders of Class A or Class B Common Stock, an amount equal to **10% of the initial purchase price per share** of Class C Common Stock.

b. Pari Passu Distribution:

After the payment of the priority distribution described above, holders of Class C Common Stock shall share ratably in the net assets of the corporation remaining after payment of all debts and liabilities, on a **pari passu basis** with holders of Class A and Class B Common Stock.

Formula for Priority Distribution:

The priority distribution for each share of Class C Common Stock shall be calculated as follows:

$$\text{Priority Amount} = \text{Initial Purchase Price} \times 10\%$$

Definitions:

- **"Initial Purchase Price"** means the price paid by the shareholder for each share of Class C Common Stock at the time of issuance, as recorded in the corporation's stock ledger.