



6557137

B3400-1095 01/29/2025 10:19 AM Received by California Secretary of State



**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-**

File No.: 6557137

Date Filed: 1/29/2025

Corporation Name	Pristine Energy Inc.
Initial Street Address of Principal Office of Corporation Principal Address	8660 TOWNSGATE RD 800 WESTLAKE VILLAGE, CA 91361
Initial Mailing Address of Corporation Mailing Address	2660 TOWNSGATE RD 800 WESTLAKE VILLAGE, CA 91361
Attention	KEVIN J. SYLLA
Agent for Service of Process Agent Name	KEVIN J SYLLA
Agent Address	2660 TOWNSGATE RD 800 WESTLAKE VILLAGE, CA 91361
Shares	The total number of shares the corporation is authorized to issue is: 125,000,000 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.	
<u>Bruno P Allaire</u> Incorporator Signature	<u>01/29/2025</u> Date

PRISTINE ENERGY INC.

ADDITIONAL ARTICLES

Authorized Shares:

The Corporation is authorized to issue 100,000,000 shares of common stock and 25,000,000 shares of preferred stock. The Corporation shall from time to time in accordance with the laws of the State of California increase the authorized number of common shares if at any time the number of common shares remaining unissued and available for issuance shall not be sufficient to permit conversion, if applicable, of the preferred stock. A statement of the designations of each class and the powers, preferences and rights, and qualifications, limitations or restrictions thereof follows.

Common Shares:

Except for and subject to the rights expressly granted to preferred shareholders, common stockholders shall have exclusively all other rights of stockholders of the Corporation, including:

- (a) Voting. Common stockholders, as such, shall be entitled to one vote for each share of common stock held as of the applicable date on all matters as to which stockholders shall be entitled to vote.
- (b) Dividends. Common stockholders shall be entitled to receive such dividends if, as and when declared from time to time by the Board of Directors, out of the assets of the Corporation, which by law are available therefor.
- (c) Liquidation. In the event of liquidation, dissolution, distribution of assets or winding-up of the Corporation, common stockholders shall be entitled to receive ratably and equally all of the assets of the Corporation, of whatever kind available for distribution to stockholders, remaining after any preferences, if any, of the preferred stock have been satisfied.

Preferred Shares:

Any preferred stock not designated may be issued from time to time in one or more series pursuant to a resolution providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board), and such resolution shall also set forth the voting powers of each such series of preferred stock and shall fix the designations, preferences and rights of each such series of preferred stock and the qualifications, limitations or restrictions of such powers, designations, preferences or rights. The Board of Directors is authorized to alter the powers, designation, preferences, rights, qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of preferred stock, including originally fixing the number of shares constituting any series of preferred stock and to increase or decrease the number of shares of any such series subsequent to the issue of stock of that series.

Series:

The authority of the Board with respect to each series shall include, but not be limited to determination of the following:

- (a) number of shares in any series and designation of that series;
- (b) dividend rate of any series, whether dividends shall be cumulative, and, if so, from which date, and the priority of payment;
- (c) whether any series shall have voting rights and, if so, the terms of such rights;
- (d) whether any series shall have conversion privileges, and, if so, the terms of such privileges;
- (e) whether any series shall be redeemable, and, if so, the terms of such redemption, including the date upon or after which they shall be redeemable and the amount per share payable in case of redemption;
- (f) rights of each series in the event of the dissolution of the Corporation, and if so, the relative rights of priority of payment of shares of the series;
- (g) any other powers, preferences, rights, qualifications, limitations, and restrictions of the class and any series.

Indemnification:

The Corporation shall indemnify to the fullest extent under law any person made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he is or was a director, officer or agent of the Corporation or such director, officer or agent serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives. Indemnification rights conferred herein shall include the right to be paid by the Corporation for expenses incurred in defending or participating in any proceeding in advance of its final disposition. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director.