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-FILED-

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**ARTICLES OF INCORPORATION
OF
RAYGUN PRODUCTIONS HOLDINGS, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under and in accordance with the Corporations Code of the State of California, as the same exists or may hereafter be amended from time to time (the "*Corporations Code*"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is: Raygun Productions Holdings, Inc. (the "*Corporation*").

ARTICLE II

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 Corporations Code.

ARTICLE III

The name and address of the initial agent for service of process of the Corporation in the State of California is:

Aaron Ryder
20412 Lander Drive
Woodland Hills, CA 91364

ARTICLE IV

The initial street and initial mailing address of this Corporation's principal office is:

20412 Lander Drive
Woodland Hills, CA 91364

ARTICLE V

The total number of shares of capital stock that the Corporation is authorized to issue is 10,000 shares of Common Stock, no par value (the "*Common Stock*").

Subject to the provisions of applicable law or of the bylaws with respect to the closing of the transfer books or the fixing of a record date for the determination of stockholders entitled to vote, the holders of outstanding shares of Common Stock shall exclusively possess the voting power for the election of directors and for all other purposes, with each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in the name of such holder on the books of the Corporation.

ARTICLE VI

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

B. This Corporation is authorized to provide for, whether by bylaw, agreement or otherwise, the indemnification of agents (as defined in Section 317 of the Corporations Code) of this Corporation in excess of the indemnification expressly permitted by such Section 317 for those agents, subject to the exceptions for limitation of liability set out in Section 204 of the Corporations Code, the prohibitions on indemnification set out in Section 317 of the Corporations Code, and other applicable prohibitions and exceptions set forth under California law as the same exists or may hereafter be amended from time to time. In addition:

(1) this Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, or is serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify against such liability under the provisions of law; and

(2) this Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the fullest extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

C. No such bylaw, agreement, or other form of indemnification shall be interpreted as limiting in any manner the rights which such agents would have to indemnification in the absence of such bylaw, agreement or other form of indemnification.

D. Any repeal or modification of the foregoing provisions of this Article VI by the shareholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the incorporator of the Corporation hereto has caused these Articles of Incorporation to be duly executed as of this 31st day of January, 2025.



Stephen A. Carroll, Incorporator

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