



6505375



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.: 6505375

Date Filed: 12/23/2024

B3291-2579 12/23/2024 11:19 AM Received by California Secretary of State

Corporation Name	Portola AI Inc.
Initial Street Address of Principal Office of Corporation Principal Address	3 HAWKVIEW ST PORTOLA VALLEY, CA 94028
Initial Mailing Address of Corporation Mailing Address	3 HAWKVIEW ST PORTOLA VALLEY, CA 94028
Attention	
Agent for Service of Process California Registered Corporate Agent (1505)	UNITED STATES CORPORATION AGENTS, INC. Registered Corporate 1505 Agent
Shares The total number of shares the corporation is authorized to issue is: 2,000,000 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 ☒ 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>Vito Palermo</u> Incorporator Signature	<u>12/23/2024</u> Date

Attachment to
Articles of Incorporation
of
Portola AI Inc.

The corporation is authorized to issue two classes of shares, each with \$0.00001 as par value, designated "Common Stock" and Preferred Stock", respectively.

The number of shares of Common Stock authorized to be issued is 1,000,000.

The number of shares of Preferred Stock authorized to be issued is 1,000,000.

The Preferred Stock may be issued from time to time in such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. Subject to compliance with applicable protective voting rights which may be granted to the Preferred Stock or any series of Preferred Stock in Certificates of Determination or the corporation's Articles of Incorporation, the Board of Directors is also authorized, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of the shares of that series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

LIABILITY:

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

INDEMNIFICATION:

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote 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.

Any repeal or modification of the foregoing provisions of the Indemnification and Liability clauses by the shareholders of this corporation shall not adversely affect any right or protection of an agent of this corporation existing at the time of such repeal or modification.