

**ARTICLES OF INCORPORATION
OF
TREES N CLOUDS TECHNOLOGIES CORPORATION
A CALIFORNIA CORPORATION**

For Office Use Only

-FILED-

File No.: 6423211

Date Filed: 10/4/2024

**Article I
Name**

The name of the corporation is Trees N Clouds Technologies Corporation (hereinafter, the "**Corporation**").

**Article II
Duration**

The Corporation shall continue in existence perpetually unless sooner dissolved according to applicable law.

**Article III
Purposes**

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.

**Article IV
Registered Agent**

The name of the Corporation's initial registered agent in the state of California is Registered Agents Inc.

**Article V
Corporate Address**

The initial street and mailing address of the Corporation is 611 Wilshire Blvd, Suite 900 #1188, Los Angeles, California, 90017.

**Article VI
Capitalization**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 35,000,000 shares. The classes and the aggregate number of shares of stock of each class, which the Corporation shall have the authority to issue are as follows:

- (a) 25,000,000 shares of Common Stock (the "**Common Stock**"); and
- (b) 10,000,000 shares of initially undersigned Preferred Stock (the "**Preferred Stock**")

A. Common Stock

1. Voting Rights

Each holder of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the shareholders of the Corporation.

2. Dividends

Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor.

3. Liquidation

Subject to the preferences applicable to any series of Preferred Stock, if any outstanding at any time, in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

B. Preferred Stock

The Preferred Stock may be issued from time to time and in one or more series. The Board of Directors of the Corporation is authorized to determine or alter the powers, preferences and rights, and the qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares of any such series of Preferred Stock then outstanding) the number of shares of any such series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock. In the event that the number of shares of any series of Preferred Stock shall be so decreased, the shares constituting such decrease shall resume the status which such shares had prior to the adoption of the resolution originally fixing the number of shares of such series of Preferred Stock subject to the requirements of applicable law.

Article VII Limitation on Liability

To the fullest extent permitted by the General Corporation Law of California ("CGCL"), as the same exists or may be hereafter modified, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the CGCL. If the CGCL is amended to authorize corporate action further eliminating or limiting the liability of directors, then a director of the Corporation shall be free of liability to the fullest extent permitted by the CGCL.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he/she, his/her testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.


Article VIII Directors

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors of the Corporation shall be set forth in the bylaws of the Corporation, which number may be increased or decreased pursuant to the bylaws of the Corporation. The manner of electing, and the term and/or class, of each of the directors shall be set forth in the bylaws of the Corporation, which term and/or class may be increased or decreased pursuant to the bylaws of the Corporation.

Article IX
Adoption and Amendment of Bylaws

The initial bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the state of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal bylaws of the Corporation.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this 3rd day of October, 2024:

By: 
Patrick Gorrell, Incorporator