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-FILED-

File No.: 6559109

Date Filed: 1/28/2025

**ARTICLES OF INCORPORATION
OF
PROCAP RISK MANAGEMENT ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of this corporation (the "Corporation") is ProCap Risk Management Association, Inc.

**ARTICLE II
PURPOSES**

A. This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. Without limiting or expanding the foregoing, the specific purpose of the Corporation is to establish an association for the mutual benefit of those persons or entities which are engaged in the commercial and industrial real estate business as owners or management companies, to promote the interests of commercial and industrial real estate business, and to advance the education of those engaged in the commercial and industrial real estate business. In furtherance of such purpose, the Corporation is authorized to do all acts and things requisite, necessary, proper, and desirable to carry out and further the purposes of the Corporation and shall have all the general powers enumerated in Sections 7140 and 7141 of the Nonprofit Mutual Benefit Corporation Law, as now in effect or as may be amended from time to time, subject to the other limitations provided in these Articles of Incorporation.

**ARTICLE III
INITIAL AGENT**

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

Tomas E. Tio
2006 North Sepulveda Blvd. #546
Manhattan Beach, CA 90266

**ARTICLE IV
INITIAL STREET ADDRESS AND MAILING ADDRESS**

The initial street address and mailing address of the Corporation is:

2006 North Sepulveda Blvd. #546

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Manhattan Beach, CA 90266

**ARTICLE V
RIGHTS AND RESTRICTIONS**

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.

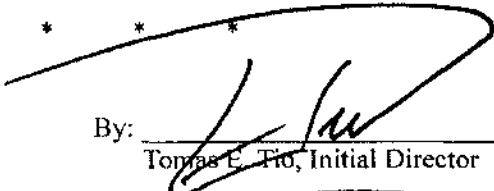
**ARTICLE VI
MEMBERSHIP**

The Corporation shall have classes of Members. The classes of membership, qualifications, rights, privileges, restrictions, conditions, and authorized number of Members, and their liability for dues and assessments, the method of collection, and the termination and transfer of memberships shall be set forth in the Bylaws of the Corporation.

**ARTICLE VII
DIRECTORS**

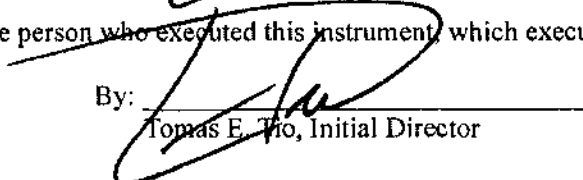
All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The number of Directors of the Corporation, their qualifications, powers, duties, terms of office, manner of appointment and removal, and manner of filling vacancies shall be set forth in the Bylaws of the Corporation. The name and address of the initial director is:

Tomas E. Tio
2006 North Sepulveda Blvd. #546
Manhattan Beach, CA 90266

* * *

By: _____
Tomas E. Tio, Initial Director

Dated: January 27, 2025

It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.


By: _____
Tomas E. Tio, Initial Director