



**ARTICLES OF INCORPORATION
OF
THEMATIC PLANET COMPANY, INC.**

For Office Use Only

-FILED-

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**ARTICLE I.
CORPORATE NAME.**

The name of the corporation is Thematic Planet Company, Inc. (the "Corporation").

**ARTICLE II.
BUSINESS ADDRESS.**

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

Thematic Planet Company, Inc.
4024 Radford Avenue
Studio City, CA 91604

**ARTICLE III.
INITIAL AGENT FOR SERVICE OF PROCESS.**

The name of the initial agent for service of process of the Corporation is Paracorp Incorporated, a corporation incorporated under the laws of the State of California.

**ARTICLE IV.
CORPORATE PURPOSE.**

4.1. 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 (the "CGCL"), other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

4.2. The purpose of the Corporation shall include creating a positive impact on society and the environment, taken as a whole, from the business and operations of the Corporation.

4.3. The Corporation is a benefit corporation.

**ARTICLE V.
CAPITALIZATION.**

5.1. **Authorized Shares.** The aggregate number of shares of stock that the Corporation has authority to issue is Thirty Million (30,000,000) shares, consisting of Twenty Four Million (24,000,000) shares of voting common stock, no par value (the "Class A Common Stock") and Six Million (6,000,000) shares of non-voting common stock, no par value (the "Class B Common Stock," and collectively with the Class A Common Stock, the "Common Stock"). The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of at least a majority of the voting power of the issued and outstanding shares of Class A Common Stock.

5.2. **Class B Common Stock.** The board of directors of the Corporation (the "Board") may divide the Class B Common Stock into any number of series. The Board shall fix the designation and number of shares of each such series. The Board is authorized to determine and alter the rights, preferences, and

restrictions, including, without limitation, voting rights, granted to and imposed upon any wholly unissued series of the Class B Common Stock. The Board (within the limits and restrictions of any resolutions adopted originally fixing the number of shares of any series) may increase or decrease the number of shares of that series; *provided, however*, that no such decrease shall reduce the number of shares of such series to a number less than the number of shares of such series then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights, or warrants or upon conversion of any outstanding securities issued by the Corporation convertible into shares of such series.

5.3. Voting. Each share of Class A Common Stock shall be entitled to one (1) vote for each share of Class A 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. Except as otherwise required by applicable law, shares of Class B Common Stock shall not be entitled to vote on or otherwise approve any matter.

5.4. Dividends. 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; *provided, however*, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class B Common Stock shall receive Class B Common Stock or the rights to acquire Class B Common Stock, as the case may be.

5.5. Liquidation. 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.

ARTICLE VI. DIRECTOR LIABILITY

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

ARTICLE VII. INDEMNIFICATION OF DIRECTORS

The Corporation is also authorized, to the fullest extent permissible under the CGCL, to indemnify its agents (as defined in Section 317 of the CGCL), whether by bylaw, agreement, or otherwise, for breach of duty to the Corporation and its shareholders in excess of that expressly permitted by Section 317 of the CGCL and to advance defense expenses to its agents in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 of the CGCL. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this 24th
day of October, 2024:


Glenn Gainor, Incorporator

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