ARTICLES OF INCORPORATION

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-FILED-

File No.: 6534501 Date Filed: 1/9/2025

OF

INVESTMENT ALLY MANAGEMENT INC.

ARTICLE 1

The name of this Corporation is:

Investment Ally Management Inc.

ARTICLE 2

The purpose of this 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 3

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

Kelsey Stuart 3525 Hyland Ave., Suite 160 Costa Mesa, CA 92626

ARTICLE 4

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

3525 Hyland Ave., Suite 160 Costa Mesa, CA 92626

<u>ARTICLE 5</u>

The Corporation is authorized to issue one class of shares designated "Common Stock" and referred to herein as Common Stock. The number of shares of Common Stock which the Corporation is authorized to issue is 100,000.

ARTICLE 6

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

ARTICLE 7

This corporation is authorized to provide indemnification of agents, as that term is defined in Section 317 of the California Corporations Code, in excess of that expressly permitted by said Section 317 for those agents of the Corporation for breach of duty to the Corporation and its shareholders, under any bylaw, agreement, by vote of shareholders of disinterested directors or otherwise, to the fullest extent such indemnification may be authorized hereby, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code. The Corporation is further authorized to provide insurance for agents set forth in Section 317 of the California Corporations Code. Any repeal or modification of the foregoing provisions of this Article 7 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on November 7, 2024.

Kelsey Stuart