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**ARTICLES OF INCORPORATION
OF
BNRG HOLDING COMPANY, INC.**

For Office Use Only

-FILED-

File No.: 6473559

Date Filed: 11/25/2024

ARTICLE I

The name of the corporation is BNRG Holding Company, Inc. (the “**corporation**”).

ARTICLE II

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 III

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

6 Morgan, Suite 100
Irvine, CA 92618

ARTICLE IV

The name and address of the corporation’s initial agent for service of process in the State of California is Registered Agent Solutions, Inc.

ARTICLE V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Unless applicable law otherwise provides, any amendment, repeal or modification of this Article V shall not adversely affect any right of any director under this Article V that existed at or prior to the time of such amendment, repeal or modification.

ARTICLE VI

The 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 on such excess indemnification set forth in Section 204 of the California Corporations Code. Unless applicable law otherwise provides, any amendment, repeal or modification of any provision of this Article VI shall not adversely affect any contract or other right to indemnification of any

agent of the corporation that existed at or prior to the time of such amendment, repeal or modification.

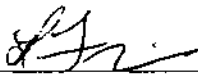
ARTICLE VII

The corporation is authorized to issue one class of shares of stock to be designated "Common Stock". The total number of shares of Common Stock the corporation is authorized to issue is Fifteen Million (15,000,000) shares.

ARTICLE VIII

The corporation shall not authorize, sell or issue any equity security, including any other security convertible into or exchangeable for any equity security, without the approval of all of the directors then serving on the corporation's board of directors, given in writing or by vote at a meeting, and any such act or transaction entered into without such consent or vote shall be null and void ab initio, and of no force or effect.

Dated: November 25, 2024



Lauren Friedman, Incorporator