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**-FILED-**

File No.: 6389458

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**ARTICLES OF INCORPORATION  
OF  
GLOBAL HOUSING INITIATIVE**

**Article I: Name**

The name of this corporation is **Global Housing Initiative**.

**Article II: Corporate Status**

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

**Article III: Purpose**

The specific purpose of this corporation is to provide affordable, sustainable, and resilient housing solutions to address the global housing shortage through innovative technologies and community involvement. To achieve these goals, the corporation may collaborate with other entities, including those focused on pioneering pre-engineered, cold-form, steel-concrete composite structural frame construction methods.

The corporation aims to leverage decades of research and engineering development in the field of steel-concrete composite beam and column components, which enable the construction of a resilient multistory building system, offering a revolutionary solution to modern construction challenges.

Given the high demand for affordable and resilient housing nationwide, these innovations position the corporation for significant growth and market penetration. Importantly, all efforts are undertaken without any outside financial support, relying solely on internal resources and the dedication of the team. This self-sustaining approach underscores the commitment to independence and long-term success.

The corporation may support related entities during their startup phase under established California laws, ensuring that such support aligns with the corporation's charitable purposes and complies with all applicable regulations. All transactions and collaborations will be reviewed to ensure compliance with Section 501(c)(3) of the Internal Revenue Code, thereby safeguarding the public interest. This support will help achieve the goal of providing innovative housing solutions to communities in need, ensuring that advancements contribute directly to the public good.

These efforts are expected to significantly impact reducing the housing shortage, particularly in underserved communities, and promote sustainable community development on a large scale.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### **Article IV: Agent for Service of Process**

The name and complete business or residential address in the State of California of the corporation's initial agent for service of process is:

**Name:** Fraidoon Faridnia  
**Address:** 10720 Morengo Drive  
**City:** Cupertino, **State:** CA  
**ZIP:** 95014

#### **Article V: Principal Office**

The principal office for the transaction of the activities and affairs of this corporation is located at:

**Address:** 10720 Morengo Drive  
**City:** Cupertino, **State:** CA  
**ZIP:** 95014

#### **Article VI: Directors**

The number of directors of this corporation shall be not less than three (3) nor more than eleven (11), with the exact number of directors to be fixed, within these limits, by the approval of the board of directors or members. The names and addresses of the persons who are to serve as the initial directors of this corporation are:

1. **Name:** Fraidoon Faridnia  
**Address:** 10720 Morengo Drive  
**City:** Cupertino, CA  
**ZIP:** 95014
2. **Name:** Jamshid Faridnia  
**Address:** 10250 North Foothill Blvd  
**City:** Cupertino, CA  
**ZIP:** 95014
3. **Name:** Esmail Orangifar  
**Address:** 10720 Morengo Drive  
**City:** Cupertino, CA  
**ZIP:** 95014

#### **Article VII: Tax-Exempt Status**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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

#### **Article VIII: Dedication of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **Article IX: Limitation of Liability**

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

#### **Article X: Indemnification**

The corporation is authorized to provide indemnification of agents (as defined in Section 5238 of the California Corporations Code) through bylaws, agreements, or both, to the fullest extent permissible under California law.

#### **Article XI: Private Foundation Provisions**

This corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. Therefore, during the period that the corporation is a private foundation, the following provisions shall apply:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code.
2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### **Article XII: Amendments**


The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

### Execution

The undersigned, being the persons named above as the initial directors, have executed these Articles of Incorporation on this 15th day of July 2024.

Initial Director:   
Signature: \_\_\_\_\_  
Name: Fraidoon Faridnia

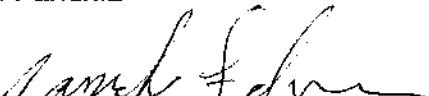
Initial Director:   
Signature: \_\_\_\_\_  
Name: Jamshid Faridnia

Initial Director:   
Signature: \_\_\_\_\_  
Name: Esmail Orangifar

### Acknowledgment

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Initial Director:   
Signature: \_\_\_\_\_  
Name: Fraidoon Faridnia

Initial Director:   
Signature: \_\_\_\_\_  
Name: Jamshid Faridnia

Initial Director:   
Signature: \_\_\_\_\_  
Name: Esmail Orangifar