



6488841

B3256-8722 12/11/2024 10:48 AM Received by California Secretary of State



STATE OF CALIFORNIA
Office of the Secretary of State
**STATEMENT AND DESIGNATION - OUT-OF-STATE
STOCK CORPORATION**
California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: 6488841

Date Filed: 12/11/2024

Corporation Name	
Corporation Name	GENCELL INC.
California Alternate Name	Gencell Energy Inc.
Jurisdiction	
This Corporation is Formed in	DELAWARE
Street Address of Principal Office of Corporation	
Principal Address	111 CONGRESS AVENUE SUITE 500 AUSTIN, TX 78701
Mailing Address of Corporation	
Mailing Address	111 CONGRESS AVENUE SUITE 500 AUSTIN, TX 78701
Attention	
Street Address of California Office of Corporation	
Street Address of California Office	None
Agent for Service of Process	
California Registered Corporate Agent (1505)	REGISTERED AGENTS INC Registered Corporate 1505 Agent
Consent to Service of Process	
<p>The corporation irrevocably consents to service of process directed to the corporation upon the agent designated and to service of process on the Secretary of State if the agent designated or the agent's successor is no longer authorized to act or cannot be found at the address given.</p> <p>Consent under this paragraph extends to service of process directed to the out-of-state corporation's agent in this state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the out-of-state corporation and are located inside or outside of this state. This shall apply to a out-of-state corporation that is a party or a nonparty to the matter for which the search warrant is sought. "Properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in California Corporations Code section 2110, or any other means specified by the out-of-state corporation, including, but not limited to, email or submission via an Internet Web portal that the out-of-state corporation has designated for the purpose of service of process.</p>	
Electronic Signature	
<input checked="" type="checkbox"/> I am a corporate officer and am authorized to sign on behalf of the out-of-state corporation.	
Robin Jones	12/11/2024
Signature	Date

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENCELL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF DECEMBER, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENCELL INC." WAS INCORPORATED ON THE THIRTIETH DAY OF OCTOBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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SR# 20244395924

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 205039864

Date: 12-05-24

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