

**ANGEMI CARDS INC.**  
**ARTICLES OF INCORPORATION**

**1318618.09**

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**Michael G. Adams**  
**Kentucky Secretary of State**  
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**ARTICLE I. CORPORATE NAME**

The name of the corporation is ANGEMI CARDS INC.

**ARTICLE II. PURPOSE**

The purpose for which this corporation is organized is to engage in any such **lawful act and/or activity under the laws of Kentucky** other than the banking business, trust company business or the practice of a profession not permitted to be incorporated by and pursuant to the laws of the state of Kentucky.

**ARTICLE III. REGISTERED AGENT**

The street address of the corporation's initial registered office in Kentucky is:  
828 LANE ALLEN ROAD, STE 219, LEXINGTON, KY 40504-3659

The name of the initial registered agent at that office is: INCORP SERVICES, INC.

**ARTICLE IV. PRINCIPAL OFFICE**

The mailing address of the corporation's principal office is 373 SHORESIDE DRIVE, LEXINGTON, KY 40515

The name and mailing address of the incorporator is as follows: Noémi Morneau-Lafleur, 373 SHORESIDE DRIVE, LEXINGTON, KY 40515

**ARTICLE V. BOARD OF DIRECTORS**

The initial Board of Directors and the names and addresses of the persons who are to serve as Directors or until such time as their successors are elected and qualified are as follows:

- President: Kostadin Angelov
- Vice President: Noémi Morneau-Lafleur
- Treasurer: Kostadin Angelov
- Secretary: Noémi Morneau-Lafleur

Business **transactions** between the corporation and the Board of Directors will be allowed.

The Board of Directors is authorized to open a **corporate bank account**.

The board of directors may authorize the **issue of some or all of the shares** of any or all of its classes or series **without certificates**. The authorization shall not affect shares already represented by certificates (if any) until they are surrendered to the corporation.

Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a **written statement** of the information required on **certificates** stating:

1. The name of the corporation and that it is organized under the law of the state of Kentucky.
2. The name of the person to whom issued.
3. The number and class of shares and the designation of the series, if any.
4. A summary of the designations, relative rights, preferences, and limitations applicable to each class and the variations in rights, preferences, and limitations determined for each series (and the authority of the board of directors to determine variations for future series).
5. A mention that the corporation will furnish the shareholder the information above on request in writing and without charge.
6. Any other information as required by law.

#### **ARTICLE VI. INDEMNIFICATION**

The corporation does hereby **indemnify any and all Directors, Officers, employees, Incorporations and/or Shareholders** of the corporation from any and all liability with regards to the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under the applicable laws.

#### **ARTICLE VII. FISCAL YEAR**

The fiscal year of the corporation will end each year on December 31.

#### **ARTICLE VIII. AUTHORIZED CAPITAL & RIGHTS**

The number of shares the corporation is authorized to issue is **10,000 (100%) (ten thousand)**, consisting of **three classes of shares** to be designated, respectively, as:

- **Class A: Common Stock**
  - The Corporation is authorized to issue a total number of **8,000 (80%) (eight thousand)** Class A par value shares.
  - The par value of each of the authorized Class A shares is **\$0.01**.
- **Class B: Non-voting Stock**
  - The Corporation is authorized to issue a total number of **1,000 (10%) (one thousand)** Class B par value shares.
  - The par value of each of the authorized Class B shares is **\$0.01**.
- **Class C: Preferred Stock**
  - The Corporation is authorized to issue a total number of **1,000 (10%) (one thousand)** Class C shares.
  - The par value of each of the authorized Class C shares is **\$0.01**.

The rights and obligations of shareholders shall be identical whether or not their shares are represented by **certificates**.

The shareholders will have **preemptive rights** with respect to additional shares of stock sold by the Corporation. The terms “preemptive rights” refer to the right of **existing shareholders** to maintain their proportional ownership in a corporation when new shares are issued.

The shareholders will be required to **first offer their shares to the Corporation** before selling to other parties.

The **redemption amount or purchase price** for shares shall not be less than the original price paid by the shareholders for those shares, and shall not exceed the original price paid plus 5% of the price paid. When the original purchase price of shares is uncertain, unknown, indeterminable, or set at \$0.00, the redemption amount for those shares will be established at \$0.05 (five cents).

Notwithstanding any terms to the contrary in the present Articles of Incorporation, if a shareholder fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under the applicable laws, then the shares will become immediately redeemable and the redemption amount shall be of \$0.00 even if this amount would be less than any price paid for those shares. The shareholder will not receive any monetary compensation when their shares are redeemed.

## **ARTICLE IX. VOTING & MEETINGS**

### **Shareholders:**

- All matters that require a vote of shareholders shall be approved by a simple majority vote.
- Action may be taken without a meeting if a simple majority of the shareholders consent to the action in writing.
- An amendment to the bylaws shall be approved by a simple majority vote.

### **Board of Directors:**

- All matters that require a vote of the Board of Directors shall be approved by a simple majority vote.
- Action may be taken without a meeting if a simple majority of the Board of Directors consent to the action in writing.

## **ARTICLE X. CLASS A: COMMON STOCK**

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

1. The holders of Class A shares have the right to receive cash dividends when the corporation's Board of Directors declares them. These dividends are non-cumulative, which means that if the corporation does not declare a dividend in a particular period, it does not accumulate or carry over to future periods.
2. The rate at which the dividends will be paid is determined by the Board of Directors. Class A shareholders will not be able to receive dividends from funds that the Board of Directors has specifically designated for payment to other classes of shareholders. For

example, if the Board declares a dividend specifically for Class B shareholders, Class A shareholders will not be entitled to participate in that particular dividend payment.

3. If the Corporation is liquidated, dissolved, or wound up, or if its net assets are distributed among shareholders as a repayment of capital, the holders of Class A shares will have priority in receiving the redemption amount for each share in cash. They will receive this amount before any net asset distribution is made to holders of other shares and before any unpaid dividends declared by the Corporation are distributed.
4. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.

#### **ARTICLE XI. CLASS B: NON-VOTING STOCK**

The Class B non-voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

1. The holders of Class B shares have the right to receive cash dividends when the corporation's Board of Directors declares them. These dividends are non-cumulative, which means that if the corporation does not declare a dividend in a particular period, it does not accumulate or carry over to future periods.
2. Class B - Series 1: The rate at which the dividends will be paid is determined by the Board of Directors. Class B - Series 1 shareholders will not be able to receive dividends from funds that the Board of Directors has specifically designated for payment to other classes of shareholders. For example, if the Board declares a dividend specifically for Class B - Series 2 shareholders, Class B - Series 1 shareholders will not be entitled to participate in that particular dividend payment.
3. Class B - Series 2: The rate at which the dividends will be paid is determined by the Board of Directors. Furthermore, these shareholders will be able to receive dividends from funds that the Board of Directors has specifically designated for payment to Class A shareholders. The dividends received will be in proportion to their ownership stake in the Class B - Series 2 shares.
4. The Class B shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class B shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
5. The holders of Class B Shares shall not carry any voting rights and shall not be entitled to vote on any matters requiring a vote of shareholders, including but not limited to, the election of directors, approval of amendments to the Articles of Incorporation, or any other matters presented for a shareholder vote.

## **ARTICLE XII. CLASS C: PREFERRED STOCK**

The Class C redeemable, non-voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

1. The holders of Class C shares have the right to receive cash dividends when the corporation's Board of Directors declares them. These dividends are non-cumulative, which means that if the corporation does not declare a dividend in a particular period, it does not accumulate or carry over to future periods.
2. Holders of Class C Shares shall be entitled to receive dividends, if declared, before any dividends are paid to holders of other classes of shares.
3. The rate at which the dividends will be paid is determined by the Board of Directors. Class C shareholders will not be able to receive dividends from funds that the Board of Directors has specifically designated for payment to other classes of shareholders. For example, if the Board declares a dividend specifically for Class B shareholders, Class C shareholders will not be entitled to participate in that particular dividend payment.
4. Participating preferred stockholders shall be entitled to receive their fixed dividend rate each year. The rate at which the dividends will be paid is determined by the Board of Directors.
5. The Class C shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class C shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation
6. The holders of Class C Shares shall not carry any voting rights and shall not be entitled to vote on any matters requiring a vote of shareholders, including but not limited to, the election of directors, approval of amendments to the Articles of Incorporation, or any other matters presented for a shareholder vote.
7. The Corporation has the right to buy back or redeem some or all of the existing Class C shares. When the Corporation redeems these shares, it must pay the shareholders a specific amount called the "Redemption Amount" for each share that is redeemed. Subject to "ARTICLE VIII. AUTHORIZED CAPITAL", the Board of Directors of the Corporation will determine and set this Redemption Amount when the Class C shares are initially issued. The Redemption Amount will be expressed as a dollar value, but it will always be equal to or greater than the original amount paid by the shareholders for those Class C shares.
8. Subject to the provisions of the Kentucky Business Corporation Act, before redeeming any Class C shares, the Corporation will provide notice of its intention to redeem the shares held by the registered holders. This notice will be sent via email to each person who, at the time of the notice, is the registered holder of the shares to be redeemed. The email notice will be sent to the last email address of the shareholder as it appears on the list of Shareholders of the Corporation. In the event that the email address of the shareholder does not appear on the list of Shareholders of the Corporation, then notice

will be sent to the last known email address of the shareholder at least thirty (30) days before the specified redemption date. The email notice will include details such as the redemption price, the date fixed for redemption, the class or series of shares to be redeemed, and, if only a part of the shareholding is to be redeemed, the number of shares to be redeemed.

9. The Corporation will also mail to each person who at the date of the mailing is the registered holder of the shares to be redeemed, notice of the Corporation's intention to redeem the share held by the registered holder. This notice will be mailed by ordinary prepaid post addressed to the last address of the shareholder as it appears on the list of Shareholders of the Corporation. In the event that the address of the shareholder does not appear on the list of Shareholders of the Corporation, then notice will be sent to the last known address of the shareholder at least thirty (30) days before the date specified for redemption. This notice will set out the redemption price, the date fixed for redemption, the class or series of shares to be redeemed, and, if only a part of the shareholding is to be redeemed, the number of shares to be redeemed.
10. On or after the date specified for redemption or buy back, subject to "ARTICLE VIII. AUTHORIZED CAPITAL", the Corporation will pay or cause to be paid the Redemption Amount to the registered holders of the shares to be redeemed or bought back on presentation or surrender of the Certificates for the shares called for redemption or buy back at the office of the Corporation's Registered Agent for those shares or at any other place or places as may be specified in the notice or at remote by email if accepted by the Corporation. Upon presentation or surrender, the Certificates representing those shares will then be canceled and the shares represented by the Certificates will then be redeemed or bought back.
11. From and after the date specified for redemption or buy back on such notice, the holders of the shares called for redemption or buy back will cease to be entitled to any rights in respect of the shares, except to receive the Redemption Amount.

#### **ARTICLE XIII. CORPORATE GOVERNANCE**


All other matters regarding Corporation's rules of corporate governance are contained within Corporations's bylaws.

#### **ARTICLE XIV. EFFECTIVENESS OF ARTICLES OF INCORPORATION**

The present will be effective upon filing.

We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

**INCORPORATOR**

  
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Noémi Morneau-Lafleur

**REGISTERED AGENT**

  
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INCorp SERVICES, INC.

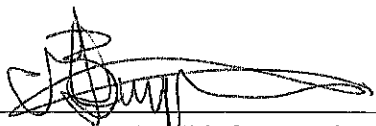
**SPECIAL AND REVOCABLE  
LIMITED POWER OF ATTORNEY**

TO ALL PERSONS, be it known, that INCORP SERVICES, INC., a Nevada corporation (“Grantor”), does hereby make and grant a limited and specific power of attorney to Anthony Morales and appoint and constitute said individual as its attorney-in-fact (“Attorney-in-Fact”). This Special and Revocable Limited Power of Attorney hereby revokes any and all former powers of attorney given by Grantor to Attorney-in-Fact.

Attorney-in-Fact shall have the limited power and authority to undertake, commit and perform only the following acts on Grantor’s behalf to the same extent as if Grantor had done so personally, all with full power of substitution and revocation in the presence:

Authority to accept appointment as registered agent on behalf of Grantor, for entities which MyUSACorporation.com, a Wyoming corporation, has purchased resident agent service on or through their account with Grantor. After each exercise of such authority, Attorney-in-Fact shall notify Grantor of the same.


TERMINATION: Unless sooner revoked or terminated by Grantor, this Special and Revocable Limited Power of Attorney shall become NULL and VOID from and after December 31<sup>st</sup>, 2023.

  
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Louise Breytenbach, Chief Operating Officer

Dated: January 10<sup>th</sup>, 2023

STATE OF NEVADA            )  
  ) ss  
COUNT OF CLARK            )

This Special and Revocable Limited Power of Attorney was acknowledged before me on January 10<sup>th</sup>, 2023, by Louise Breytenbach, as Chief Operating Officer of InCorp Services, Inc., a Nevada corporation.

  
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Notary Public in the State of Nevada

My Commission Expires: June 10, 2025

