STATE OF NEVADA

FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAHL
Deputy Secretary for Commercial Recordings

OFFICE OF THE SECRETARY OF STATE

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

05/03/2024

Work Order Item Number:	W2024050300426 - 3659743
Filing Number:	20244036730
Filing Type:	Articles of Incorporation-For-Profit
Filing Date/Time:	05/03/2024 08:21:59 AM
Filing Page(s):	2

Indexed Entity Information:

Entity ID: E40367312024-2 **Entity Name:** VERTICAL DATA INC.

Entity Status: Active **Expiration Date:** None

Commercial Registered Agent
REPUBLIC REGISTERED AGENT LLC
930 S 4th St Ste 209, Las Vegas, NV 89101, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FRANCISCO V. AGUILAR
Secretary of State

FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of	Business Number
FVAguilar	**E40367312024-2**
Secretary of State	Filing Number
State Of Nevada	**20244036730**
	Filed On
	05/03/2024 08:21:59 AM
	Number of Pages
	2

Formation - Profit Corporation

☑ NRS 78 - Articles of Incorporation Profit Corporation ☐ NRS 80 - Foreign Corporation ☐ NRS 89 - Articles of Incorporation Professional Corporation

☐ 78A Formation - Close Corporation

(Name of closed corporation MUST appear in the below heading)

Articles of Formation of _____ a close corporation (NRS 78A)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGH LIGHT

1. Name of Entity: (If foreign, name in home jurisdiction)

VERTICAL DATA INC.

2. Registered Agent for Service of Process: (Check only one box)

☑ Commercial Registered Agent (name only below) ☐ Noncommercial Registered Agent (name and address below) ☐ Office or position with Entity (title and address below)

REPUBLIC REGISTERED AGENT LLC
Name of Registered Agent **OR** Title of Office or Position with Entity

930 S 4th St Ste 209 | **Las Vegas** | Nevada | **89101**
Street Address | City | Zip Code

Mailing Address (If different from street address) | City | Nevada | Zip Code

2a. Certificate of Acceptance of Appointment of Registered Agent:

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

X **WESLEY DOLAN** **05/03/2024**
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity **Date**

3. Governing Board: (NRS 78A, close corporation only, check one box; if yes, complete article 4 below)

This corporation is a close corporation operating with a board of directors ☐ Yes **OR** ☑ No

4. Names and Addresses of the Board of Directors/ Trustees or Stockholders

(NRS 78: Board of Directors/ Trustees is required.

NRS 78a: Required if the Close Corporation is governed by a board of directors.

NRS 89: Required to have the Original stockholders and directors. A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing. See instructions)

1) **DEVEN SONI**
Name

930 S 4TH ST, STE 209 #4405 | **LAS VEGAS** | **NV** | **89101**
Address | City | State | Zip Code

5. Jurisdiction of Incorporation: (NRS 80 only)

5a. Jurisdiction of incorporation:

5b. I declare this entity is in good standing in the jurisdiction of its incorporation. ☐

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401 North Carson Street
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www.nvsilverflume.gov

Formation - profit Corporation

Continued, Page 2

6. Benefit Corporation:
(For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)

By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field.

Yes ☐

7. Purpose/Profession to be practiced:
(Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)

DISTRIBUTION OF HARDWARE

8. Authorized Shares:
(Number of shares corporation is authorized to issue)

Please indicate the break down of all corporate shares and the par value.

Number of Authorized shares with Par value:	100000000.0	Par value: $	0.0001
Number of common shares with Par value:	0	Par value: $	0
Number of preferred shares with Par value:	0	Par value: $	0
Number of shares with no par value:	0		

Foreign Corporations, NRS 80 only:

☐ This is a corporation is a unlimited stock corporation

☐ This is a corporation is a non-stock corporation.

If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.

9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80.
Name, Address and Signature of the Incorporator for NRS 78, 78A, and 89. NRS 89 - Each Organizer/ Incorporator must be a licensed professional.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Name	Country
LOVETTE DOBSON	United States

Address	City	State	Zip/Postal Code
17350 STATE HWY 249, #220	Houston	TX	77064

X LOVETTE DOBSON (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

SECRETARY OF STATE

STATE OF NEVADA

DOMESTIC CORPORATION (78) CHARTER

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that **VERTICAL DATA INC.** did, on 05/03/2024, file in this office the original Articles of Incorporation-For-Profit that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 05/03/2024.

FRANCISCO V. AGUILAR
Secretary of State

Certificate
Number: B202405034619137
You may verify this certificate online at http://www.nvsos.gov

Filed in the Office of
12024785098
Secretary of State
State Of Nevada

Record Number
E40367312024-2
Filing Number
F202609242164
Filed On
09/24/2026 03:50 PM
Number of Pages
7

Filed in the Office of: Mark Diffenbau

FRANCISCO V. AGUILAR
NEVADA
SECRETARY of STATE

401 North Carson Street Carson City, Nevada 89701-4201
(775) 684-5708

Profit Corporation

Certificate of Amendment (PURSUANT TO NRS 78.380, 78.385, 78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:

Name of entity as on file with the Nevada Secretary of State:
VERTICAL DATA INC.

Entity or Nevada Business Identification Number (NVID): E40367312024-2

2. Restated or Amended and Restated Articles: (Domestic corporations)

If restating, complete sections 1, 2, and 7. If amending and restating, complete sections 1, 2, 3, 6 and 7.

You must include the Restated Articles or the Amended and Restated Articles with this filing.

Certificate to Accompany Restated Articles or Amended and Restated Articles

☐ **Restated Articles:** The articles are being restated without any changes and include all amendments made up to the date of this certificate.

The certificate must be signed by an officer of the corporation.

Statutory Statement: The officer signing this certificate confirms that they are authorized to do so by a board resolution adopted on the date listed, and that this certificate accurately reflects the articles of incorporation as amended as of that date.

Date the board of directors adopted the resolution to approve the restated articles:

Date:

☐ **Amended and Restated Articles:** The articles are being restated to include all previous amendments and the current changes.

3. Amendment Filing Type:
(Select only one box)

Domestic Corporation
If amending, complete sections 1, 3, 6 and 7.

☐ **Certificate of Amendment to Articles of Incorporation - Before Issuance of Stock (Pursuant to NRS 78.380)**

Statutory statement: The signers are at least two-thirds of the incorporators or two-thirds of the board of directors, and as of the date of the certificate, the corporation has not issued any voting stock.

☐ **Certificate of Amendment to Articles of Incorporation - After Issuance of Stock (Pursuant to NRS 78.385 and 78.390)**

☐ Check this box if the amendment is for a name change only.
- No stockholder approval is required for a name change under NRS 78.390(8).

☒ If the amendment includes other changes, confirm the following:
- The proposed amendment(s) were submitted to the stockholders for approval.
- Stockholders holding at least a majority of the voting power (or greater, if required by the articles or law) approved the amendment(s).
- Voting Results (e.g., number of shares for/against or percentage approved):

59.44%approved

You must include the filing fee with this form. See the instructions for more information.

FRANCISCO V. AGUILAR
NEVADA
SECRETARY of STATE

401 North Carson Street Carson City, Nevada 89701-4201
(775) 684-5708

Profit Corporation

Certificate of Amendment (PURSUANT TO NRS 78.38, 78.385, 78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Officer's Statement:

Foreign corporations only. Complete 1, 4, 6 and 7.

Name used in the home state (if different from the name used in Nevada):

Jurisdiction of formation (state or country):

Attach a certified copy or certificate showing that amendments were filed in the state where the corporation was formed.

5. Effective Date and Time: (Optional)

Date: Time:

Effective date is not to exceed 90 days of the filing date of this form. If left blank, this form will be effective upon filing with the SOS. If you select a later effective date but the effective time is left blank, the effective time will be at 12:01 Pacific time on the specified date.

6. Describe the Changes:

Applicable changes (select all that apply):

- ☐ The entity name has changed
- ☐ The registered agent has changed (attach Certificate of Acceptance from new registered agent)
- ☒ The entity's purpose has changed
- ☐ The initial Board of Directors/ Trustees or Stockholders from the organization have changed
- ☐ IRS tax language added.
- ☒ The organization changed the articles
- ☐ The organization deleted articles
- ☒ The authorized shares have been amended
- ☐ Other

The organization amended the articles as follows: (provide article numbers, if available)

See Appendix A for the amendments to the Articles of Incorporation.

(attach additional page[s] if necessary)

7. Signature: (Required)

Deven
Print First Name

Soni
Print Last Name

X /s/ Deven Soni
Signature

President
Title

Attach additional page(s) if additional signatures are necessary.

You must include the filing fee with this form. See the instructions for more information.

APPENDIX A TO NEVADA SECRETARY OF STATE PROFIT CORPORATION CERTIFICATE OF AMENDMENT (PURSUANT TO NRS 78.380, 78.385, 78.390)

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF VERTICAL DATA INC.

Vertical Data Inc., a corporation organized and existing under the laws of the State of Nevada (the "**Corporation**") for the purpose of amending its Articles of Incorporation (the "**Articles of Incorporation**") in accordance with Chapter 78 of the Nevada Revised Statutes (as amended from time to time, the "**NRS**"), does hereby make and execute this Certificate of Amendment ("**Certificate of Amendment**") to the Articles of Incorporation, and does hereby certify that:

1. Purpose: The provisions of the present Section 7 (Purpose/Profession to be practiced) of the Articles of Incorporation of the Corporation are amended by amending and restating Section 7 as follows:

   "The Purpose of the Corporation shall be: All lawful activities permitted under the laws of the State of Nevada."

2. Authorized Shares: The provisions of the present Section 8 (Authorized Shares) of the Articles of Incorporation of the Corporation are amended as follows:

   "*Authorized Shares*. The aggregate number of shares which the Corporation shall have authority to issue is one hundred and ten million (110,000,000) shares, consisting of two classes to be designated, respectively, "**Common Stock**" and "**Preferred Stock**," with all of such shares having a par value of $0.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is one hundred million (100,000,000) shares. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is ten million (10,000,000) shares. Section 2.1, Section 2.2, Section 2.3 and Section 2.4 in Annex A of this Certificate of Amendment includes a more detailed description of the terms of the Common Stock and Preferred Stock."

3. Indemnification and Insurance; Limitation of Liability: The provisions of the present Articles of Incorporation of the Corporation are amended by adding new sections entitled "Indemnification and Insurance; Limitation of Liability" and "Limitation of Liability", which are included as Section 3.1 and Section 3.2 in Annex A of this Certificate of Amendment.

4. Amendment of Bylaws: In furtherance and not in limitation of the powers conferred upon it by the NRS, the Board of Directors shall have the power to adopt, amend, alter or repeal the Bylaws of the Corporation (the "**Bylaws**"). The stockholders may not adopt, amend, alter or repeal the Bylaws unless such action is approved, in addition to any other vote required by these Articles of Incorporation or applicable law, by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

5. The foregoing amendment has been duly adopted in accordance with NRS 78.385.

6. This amendment shall be effective as of the date on which the Certificate of Amendment is filed with the Secretary of State of the State of Nevada.

IN WITNESS WHEREOF, I have signed this Certificate on this 23rd day of September, 2026.

VERTICAL DATA INC.

By: */s/ Deven Soni*
Name: Deven Soni
Title: President

ANNEX A TO
CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
VERTICAL DATA INC.

Section 2.1 Authorized Shares:

The aggregate number of shares which the Corporation shall have authority to issue is one hundred and ten million (110,000,000) shares, consisting of two classes to be designated, respectively, "**Common Stock**" and "**Preferred Stock**," with all of such shares having a par value of $0.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is one hundred million (100,000,000) shares. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is ten million (10,000,000) shares. Additional terms of the Common Stock and Preferred Stock are described below in Section 2.2, Section 2.3 and Section 2.4.

Section 2.2 Preferred Stock. The board of directors of the Corporation (the "**Board of Directors**") is authorized to provide, out of the unissued shares of Preferred Stock, for the issuance of shares of Preferred Stock in one or more series, and by filing a certificate pursuant to the applicable law of the State of Nevada (such certificate being hereinafter referred to as a "**Preferred Stock Designation**"), to establish from time to time the number of shares to be included in each such series and to fix the voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, the authority to fix or alter the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking and purchase fund provisions), the redemption price or prices, restrictions on the issuance of shares of such series, the dissolution preferences and the rights in respect of any distribution of assets of any wholly unissued series of Preferred Stock and the number of shares constituting any such series, and the designation thereof, or any of them and to increase (but not above the total number of authorized shares of Preferred Stock) or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series so created (except where otherwise provided in the Preferred Stock Designation), subsequent to the issue of that series. In case the authorized number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. There shall be no limitation or restriction on any variation between any of the different series of Preferred Stock as to the designations, voting powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof; and the several series of Preferred Stock may vary in any and all respects as fixed and determined by the resolution or resolutions of the Board of Directors or by a duly authorized committee of the Board of Directors, providing for the issuance of the various series of Preferred Stock.

Section 2.3 Number of Authorized Shares. The number of authorized shares of any of the Common Stock or the Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the outstanding shares of stock of the Corporation entitled to vote thereon, without a separate vote of any holders of shares of Common Stock or Preferred Stock, or of any series thereof (and for the avoidance of doubt, any right to a separate vote or consent that may otherwise be required under NRS 78.2055, 78.207 or 78.390 is hereby specifically denied), unless a separate vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

Section 2.4 Common Stock Voting Rights. The voting powers, preferences, limitations, restrictions and relative rights of the Common Stock, and the qualifications, limitations or restrictions thereof are as follows:

(a) Voting Rights. Except as otherwise required by law,

(i) Each share of Common Stock shall entitle the record holder thereof as of the applicable record date to one (1) vote per share in person or by proxy on all matters submitted to a vote of the holders of Common Stock, whether voting separately as a class or otherwise.

(ii) Except as otherwise required by applicable law or expressly provided in these Articles of Incorporation, the holders of shares of Common Stock shall vote together as a single class (or, if any holders of shares of Preferred Stock are entitled to vote together with the holders of Common Stock, as a single class with such holders of Preferred Stock) on all matters submitted to a vote of stockholders of the Corporation, and for the avoidance of doubt, any right to a separate vote or consent that may otherwise be required under NRS 78.2055, 78.207 or 78.390 is hereby specifically denied.

(b) Dividends. Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock or any class or series of stock having a preference over or the right to participate with the Common Stock with respect to the payment of dividends, dividends may be declared and paid on the Common Stock out of the assets or funds of the Corporation that are by law available therefor, at such times and in such amounts as the Board of Directors in its discretion shall determine.

(c) Liquidation Rights. In the event of liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation and after making provisions for preferential and other amounts, if any, to which the holders of Preferred Stock or any class or series of stock having a preference over the Common Stock with respect to payments in liquidation shall be entitled, the remaining assets and funds of the Corporation available for distribution shall be divided among and paid ratably to the holders of all outstanding shares of Common Stock in proportion to the number of shares held by each such stockholder. A consolidation, reorganization or merger of the Corporation with any other Person or Persons (with "***Person***" defined as any individual, corporation, partnership, limited liability company, unincorporated association or other entity), or a sale of all or substantially all of the assets of the Corporation, shall not be considered to be a dissolution, liquidation or winding up of the Corporation within the meaning of this Section 2.4(c).

Section 3.1 Indemnification and Insurance; Limitation of Liability

(A) Indemnification and Insurance of Indemnitees.

(i) Each Indemnitee shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the laws of the State of Nevada against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding; provided that such Indemnitee either is not liable pursuant to NRS 78.138 (which provision of the NRS is also addressed in Section 3.2 of this Certificate of Amendment) or acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any Proceeding that is criminal in nature, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent does not, of itself, create a presumption that the Indemnitee is liable pursuant to NRS 78.138 or did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or that, with respect to any criminal proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful. The Corporation shall not indemnify an Indemnitee for any claim, issue or matter as to which the Indemnitee has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the Corporation or for any amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the Proceeding was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnity for such amounts as the court deems proper. Except as so ordered by a court and for advancement of expenses pursuant to this Section 3.1, indemnification may not be made to or on behalf of an Indemnitee if a final adjudication establishes that his or her acts or omissions involved intentional misconduct, fraud or a knowing violation of law and was material to the cause of action. Notwithstanding anything to the contrary contained in these Articles of Incorporation, no director or officer may be indemnified for expenses incurred in defending any threatened, pending, or completed action, suit or proceeding (including without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative, that such director or officer incurred in his or her capacity as a stockholder.

(ii) Indemnification pursuant to this Section 3 shall continue as to an Indemnitee who has ceased to be a director, officer, agent or employee of the Corporation or member, manager or managing member of a predecessor limited liability company or affiliate of such limited liability company or a director, officer, employee, partner, member, manager or fiduciary of, or to serve in any other capacity for, another corporation or any partnership, joint venture, limited liability company, trust, or other enterprise and shall inure to the benefit of his or her heirs, executors and administrators.

(iii) The expenses of Indemnitees must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation, as such expenses are incurred and in advance of the final disposition of the Proceeding, upon receipt of an undertaking by or on behalf of such Indemnitee to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. To the extent that an Indemnitee is successful on the merits or otherwise in defense of any Proceeding, or in the defense of any claim, issue or matter therein, the Corporation shall indemnify him or her against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense.

(B) To obtain indemnification under this Section 3, a claimant shall submit to the Corporation a written request, including therein or therewith such documentation and information as is reasonably available to the claimant and is reasonably necessary to determine whether and to what extent the claimant is entitled to indemnification. Upon written request by a claimant for indemnification pursuant to the first sentence of this paragraph (B), a determination, if required by applicable law, with respect to the claimant's entitlement thereto shall be made as follows: (1) if requested by the claimant, by Independent Counsel (as hereinafter defined), or (2) if no request is made by the claimant for a determination by Independent Counsel, (i) by the Board by a majority vote of the Disinterested Directors (as hereinafter defined), even though less than a quorum, or (ii) by a committee of Disinterested Directors designated by majority vote of the Disinterested Directors, even though less than a quorum, or (iii) if there are no Disinterested Directors or the Disinterested Directors so direct, by Independent Counsel in a written opinion to the Board, a copy of which shall be delivered to the claimant, or (iv) if a quorum of Disinterested Directors so directs, by the stockholders of the Corporation. If it is so determined that the claimant is entitled to indemnification, payment to the claimant shall be made within 10 days after such determination.

(C) If a claim under paragraph (A) of this Section 3 is not paid in full by the Corporation within 30 days after a written claim pursuant to paragraph (B) of this Section 3 has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the laws of the State of Nevada for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Disinterested Directors, Independent Counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Nevada, nor an actual determination by the Corporation (including the Disinterested Directors, Independent Counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(D) If a determination shall have been made pursuant to paragraph (B) of this Section 3 that the claimant is entitled to indemnification, the Corporation shall be bound by such determination in any judicial proceeding commenced pursuant to paragraph (C) of this Section 3.

(E) The Corporation shall be precluded from asserting in any judicial proceeding commenced pursuant to paragraph (C) of this Section 3 that the procedures and presumptions of this Section 3 are not valid, binding and enforceable and shall stipulate in such proceeding that the Corporation is bound by all the provisions of this Section 3.

(F) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section 3 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of stockholders or Disinterested Directors or otherwise. No repeal or modification of this Section 3 shall in any way diminish or adversely affect the rights of any director, officer, employee or agent of the Corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

(G) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Section 3 with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

(H) If any provision or provisions of this Section 3 shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (1) the validity, legality and enforceability of the remaining provisions of this Section 3 (including, without limitation, each portion of any paragraph of this Section 3 containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (2) to the fullest extent possible, the provisions of this Section 3 (including, without limitation, each such portion of any paragraph of this Section 3 containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

(I) Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater than that provided in this Section 3.

(J) For purposes of this Section 3:

(i) "Disinterested Director" means a director of the Corporation who is not and was not a party to the matter in respect of which indemnification is sought by the claimant.

(ii) "Indemnitee" means each director, officer, agent or employee of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding (as defined below), by reason of the fact that he or she is or was a director, officer, agent or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, manager, agent or employee of, or in any other capacity for, another corporation, partnership, joint venture, limited liability company, trust, or other enterprise.

(iii) "Independent Counsel" means a law firm, a member of a law firm, or an independent practitioner, selected by the Disinterested Directors, that is experienced in matters of corporation law and shall include any person who, under the applicable standards of professional conduct then prevailing, would not have a conflict of interest in representing either the Corporation or the claimant in an action to determine the claimant's rights under this Section 3.

(iv) "Proceeding" means any threatened, pending, or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative, or investigative.

(K) Any notice, request or other communication required or permitted to be given to the Corporation under this Section 3 shall be in writing and either delivered in person or sent by electronic mail, overnight mail or courier service, or certified or registered mail, postage prepaid, return receipt requested, to the Secretary of the Corporation and shall be effective only upon receipt by the Secretary.

(L) The Corporation may purchase and maintain insurance or make other financial arrangements on behalf of any Indemnitee for any liability asserted against him or her and liability and expenses incurred by him or her in his or her capacity as a director, officer or employee, or arising out of his or her status as such, whether or not the Corporation has the authority to indemnify him or her against such liability and expenses.

(M) Any repeal or modification of this Section 3 approved by the Stockholders shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between this Section 3 and any other article of these Articles of Incorporation, the terms and provisions of this Section 3 shall control.

Section 3.2 Limitation of Liability

The liability of the directors and officers of the Corporation for monetary damages shall be eliminated to the fullest extent permitted by the NRS, including without limitation NRS 78.138, as the same exists or may hereafter be amended. If the NRS is hereafter amended to further eliminate or limit the liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the NRS as so amended, automatically and without further action, upon the effective date of such amendment. No amendment, modification or repeal of this Section 3.2, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Section 3.2, shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such amendment, modification, repeal or adoption with respect to acts or omissions occurring prior thereto. The rights conferred by this Section 3.2 are in addition to, and not in limitation of, the rights conferred by Section 3.1.