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# Articles of Association of

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## **ARTICLE 1 - Name**

The name of the corporation is \_\_\_\_\_. This name is referred to as the "*Company*" herebelow.

## **ARTICLE 2 - Registered Office**

The registered office and the administrative headquarters of the Company shall be located in the State of \_\_\_\_\_, County of \_\_\_\_\_. The address is:

\_\_\_\_\_.

## **ARTICLE 3 - Purpose**

The Company is formed for the purpose of engaging in, carrying on, and conducting any and all lawful business activities permitted under the laws of the State of \_\_\_\_\_ and the United States of America, including, without limitation, the following:

### **1. Technology and Innovation**

- Development, licensing, and commercialization of software and hardware technologies;
- Operation of digital platforms, mobile applications, artificial intelligence systems, and blockchain infrastructures;
- Hosting and management of cloud computing environments and data centers.

### **2. E-Commerce and Retail**

- Selling goods and services via physical or electronic platforms;
- Managing logistics, warehousing, and fulfillment services;
- Operating online marketplaces and dropshipping systems.

### **3. Media and Communication**

- Creation, publication, and distribution of print and digital media;
- Operation of television, radio, podcast, streaming, and social media channels;
- Provision of digital marketing, public relations, and advertising services.

#### **4. Consulting and Professional Services**

- Providing management, strategy, and financial consulting;
- Offering legal, engineering, design, or IT advisory services
- Developing training programs and professional certifications.

#### **5. Financial Operations**

- Investment in securities, assets, and real estate;
- Formation and management of investment funds and holding companies;
- Lending, factoring, crowdfunding, and financial technology (fintech) activities, subject to applicable regulations.

#### **6. Manufacturing and Production**

- Production, assembly, and fabrication of industrial, electronic, and consumer products;
- Operation of manufacturing facilities domestically and internationally;
- Research and development for new product lines.

#### **7. International Trade**

- Import and export of goods and services in compliance with international law;
- Establishing subsidiaries and branches in foreign jurisdictions;
- Entering into joint ventures and strategic alliances.

#### **8. Environmental and Social Impact**

- Development and operation of renewable energy projects (solar, wind, hydro, etc.);
- Conducting activities aimed at environmental protection and sustainability;
- Operating charitable foundations or social enterprises.

#### **9. Any other lawful activities consistent with the forgoing purposes or permitted under applicable law.**

#### **ARTICLE 4 - Duration**

The Company shall exist in perpetuity unless dissolved in accordance with these Articles and applicable law.

## **ARTICLE 5 - Capital Structure**

The Company shall have authority to issue \_\_\_\_\_ shares of Common Stock, par value \$\_\_\_\_\_ per share. The Board of Directors may authorize additional classes of shares with preferences, rights, and limitations as it deems appropriate, subject to shareholder approval if required.

Shares may be issued for cash, services rendered, or property received, as determined by the Board. Subscription agreements shall be binding upon execution.

A share ledger shall be maintained, showing each shareholder's name, contact details, number of shares held, and class of shares.

The Board may issue up to \_\_\_\_\_ preferred shares in one or more series with dividend, liquidation, conversion, and redemption rights as designated in a resolution or certificate of designation.

## **ARTICLE 6 - Board of Directors**

The business and affairs of the Company shall be managed and controlled by a Board of Directors, which shall exercise all such powers and perform all such acts as may be authorized by the applicable Corporation Law, these Articles of Association, and any applicable shareholder or board resolutions. The Board of Directors shall have the authority to determine the strategic direction of the Company, approve annual budgets, issue shares, authorize expenditures, approve and negotiate contracts and commercial arrangements, hire and remove executive officers, and make decisions on capital investments, financing, mergers, acquisitions, and any other significant corporate actions. The Board shall also have the power to delegate authority to officers and managers of the Company as it deems appropriate, including the authority to enter into obligations and commitments on behalf of the Company.

The Board of Directors shall consist of no fewer than one and no more than seven directors, the exact number to be determined by a resolution of the shareholders or a majority of the directors then in office. Directors shall be natural persons and may be shareholders, officers, or employees of the Company, but such status shall not be a requirement.

## **ARTICLE 7 - Shareholder Right and Restrictions**

No shareholder shall have a right of first refusal or preemptive rights unless expressly granted by written agreement. No shares may be transferred to any third party without prior written consent of the Board and full compliance with any applicable shareholder agreement. Any transfer in breach of this clause shall be null and void.

Founding shareholders may not transfer their shares for a period of 3 years from the date of incorporation, except as approved by a supermajority (75%) vote of shareholders.

If more than 50% of the shares are to be sold, minority shareholders may join the sale on identical terms (tag-along). If 75% or more of shareholders vote to sell the Company, all shareholders are obligated to sell their shares on the same terms (drag-along).

## **ARTICLE 9 - Officers**

The Board shall appoint officers, including but not limited to Chief Executive Officer (CEO) as primary executive authority, Chief Financial Officer (CFO) who oversees all financial matters and/or Secretary who maintains records and minutes. Officers shall serve at the discretion of the Board and may be removed with or without cause.

## **ARTICLE 10 - Shareholder Meeting**

The Company shall hold an annual meeting of shareholders within six (6) months after the close of each fiscal year at such time and place, within or outside the State of \_\_\_\_\_, as determined by the Board of Directors, for the purpose of electing directors, reviewing the Company's financial statements, and transacting such other business as may be properly brought before the meeting. Notice stating the date, time, place, and agenda of the meeting shall be delivered to all shareholders entitled to vote not less than ten (10) nor more than sixty (60) days prior to the meeting. Special meetings may be called at any time by the Board, the Chairperson, the Chief Executive Officer, or shareholders holding at least twenty-five percent (25%) of the outstanding voting shares. Business at special meetings shall be limited to the matters stated in the meeting notice unless otherwise approved by the unanimous consent of shareholders present.

A quorum for any meeting of shareholders shall consist of holders of more than fifty percent (50%) of the outstanding voting shares, present in person, by remote communication, or by proxy. Each share shall entitle the holder to one (1) vote unless otherwise provided by law or these Articles. Decisions shall be adopted by the affirmative vote of a majority of the shares present at a meeting where a quorum exists unless a higher voting threshold is required. Shareholders may participate by electronic means if permitted by the Board, and such participation shall be deemed presence in person. Meetings shall be presided over by the Chairperson of the Board or another person designated by the Board, and minutes shall be recorded and kept in the Company's official records.

### **ARTICLE 11 - Dividends and Reserves**

The Board of Directors may declare and authorize the payment of dividends to shareholders out of the Company's surplus or, in the absence of surplus, out of its net profits for the current or preceding fiscal year, provided such payments do not impair the capital of the Company or violate applicable law. Dividends may be declared and paid in cash, property, or additional shares of the Company, and shall be distributed to shareholders in proportion to the number and class of shares held, subject to any preferences, priorities, or restrictions applicable to a particular class or series of shares. The declaration and payment of any dividend shall be at the sole discretion of the Board, and the Board may determine the timing, form, and conditions of payment, taking into account the Company's financial position, cash flow requirements, and strategic needs.

The Board may, before declaring any dividend, set aside and allocate to one or more reserve funds such portion of the Company's profits as it deems advisable for the maintenance, expansion, or improvement of the Company's operations, the redemption or repurchase of shares, the settlement of contingencies, or any other lawful purpose beneficial to the Company.

Such reserves may be applied at the Board's discretion for any purpose for which the reserves were created, and any portion not needed for such purpose may be returned to surplus and made available for the payment of dividends. The maintenance of adequate reserves shall not create an obligation to pay dividends in any fiscal period, and no shareholder shall be entitled to demand a dividend except as declared by the Board in accordance with this clause.

## **ARTICLE 12 - Audit, Inspection and Records**

The Company shall maintain complete and accurate books, accounts, and records of its business and affairs in accordance with Generally Accepted Accounting Principles (GAAP) or such other accounting standards as may be approved by the Board of Directors. These records shall include, without limitation, a shareholder register, minutes of all meetings of shareholders and the Board of Directors, records of all corporate resolutions, financial statements, accounting ledgers, contracts, licenses, and any other documents necessary to reflect the Company's operations and legal compliance. All such records shall be kept at the Company's principal office or at another location designated by the Board, and electronic copies shall be maintained where possible to ensure accessibility and preservation. The Secretary of the Company shall have primary responsibility for maintaining the integrity and completeness of these records.

The Company's financial statements shall be prepared on at least an annual basis and, unless waived by the unanimous written consent of all shareholders, shall be audited by an independent certified public accountant appointed by the Board of Directors. The auditor's report shall be submitted to the Board and made available to all shareholders within one hundred twenty (120) days after the close of the fiscal year. The reasonable cost of such audits shall be borne by the Company unless the audit reveals material noncompliance or fraud attributable to a specific shareholder, director, or officer, in which case such party may be required to reimburse the costs.

Any shareholder holding at least ten percent (10%) of the outstanding voting shares shall have the right, upon giving not less than five (5) business days' written notice, to inspect and copy the Company's corporate books, records, and financial statements during normal business hours, provided such inspection is for a proper purpose related to the shareholder's interest in the Company. The Company may require a confidentiality agreement before allowing access to sensitive or proprietary information.

## **ARTICLE 13 - Indemnification and Liability**

The Company shall indemnify any director, officer, or employee who acts in good faith in the best interest of the Company, to the fullest extent permitted by the applicable law. No director shall be personally liable to the Company or shareholders for monetary damages for breach of fiduciary duty, except in cases of fraud, bad faith, or willful misconduct.

## **ARTICLE 14 - Amendments**

These Articles may be amended by a resolution of the Board of Directors and approval by shareholders holding at least two-thirds (2/3) of the voting power.

## **ARTICLE 15 - Dissolution and Liquidation**

The Company may be dissolved voluntarily with the approval of shareholders holding at least 75% of all voting shares. Upon dissolution, the Board shall liquidate Company assets, settle all debts, and distribute any remaining assets to shareholders pro rata.

## **ARTICLE 16 - Dispute Resolution**

All disputes between shareholders, or between shareholders and the Company, shall be resolved by binding arbitration under the rules of the \_\_\_\_\_ . Venue for arbitration shall be \_\_\_\_\_ , and judgment upon the award rendered may be entered in any court having jurisdiction.

## **ARTICLE 17 - Dispute Resolution**

**Governing Law** - These Articles shall be governed by the laws of the State of \_\_\_\_\_ .

**Entire Agreement** - These Articles, together with any shareholder agreements and bylaws, constitute the entire understanding among the shareholders.

**Severability** - If any provision of these Articles is held invalid, the remaining provisions shall remain in full force and effect.

**Notice** - Any notice required hereunder shall be deemed sufficient if delivered personally or sent by registered mail or electronic mail to the last known address of the shareholder.

**IN WITNESS WHEREOF**, the undersigned shareholders adopt and agree to these Articles of Association as of the date written below.

**Shareholder 1**

**Shareholder 2**

**Shareholder 3**

**Name**

**Name**

**Name**

**Date**

**Date**

**Date**

**Signature**

**Signature**

**Signature**

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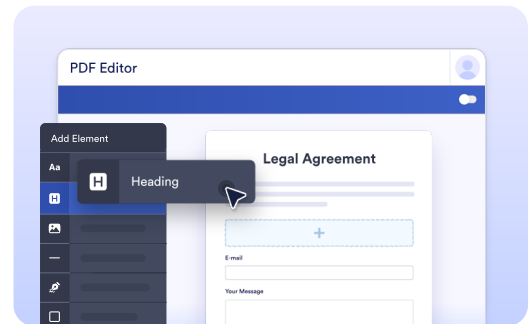
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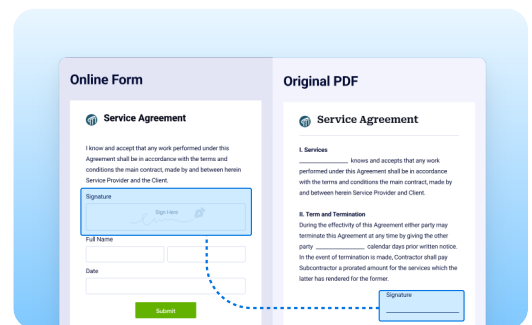
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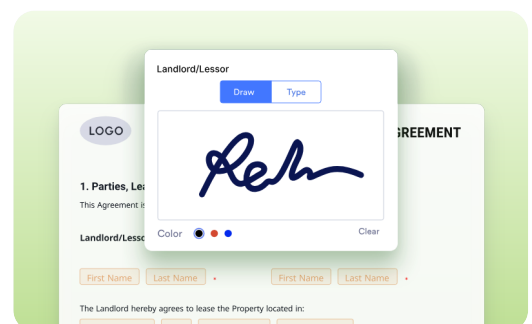
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