

Stock Corporation - Application for a Certificate of Authority to Transact Business in Virginia

Entity Information

Entity Name: Altelium (North America) Inc. Entity Type: Stock Corporation

Business Type

Industry Code: 35 - Insurance Agencies

Duration

Perpetual(forever)

Authorized Shares

Total Shares: 10000000

Jurisdiction of Formation and Date of Formation

Jurisdiction (Country): United States

Jurisdiction (State): Delaware

Date of Formation: 01/10/2022

Name

Name in jurisdiction of formation, with no additions or changes.

Registered Agent Information

RA Type: Entity

Locality: CHESTERFIELD COUNTY

RA Qualification: N/A

Name: COGENCY GLOBAL INC.

Email Address: N/A

The corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is:

Registered Office Address: 250 Browns Hill Ct,
 MIDLOTHIAN, VA, 23114 -
 9510, USA

Contact Number: N/A

Principal Office Address

Address: 1111 Summer St Ste 301, Stamford, CT, 06905 - 5511, USA

Principal Information

| Title | Director | Name | Address |
|-------------------------|----------|-----------------------------------|---|
| Chief Executive Officer | Yes | Edward Charles Luckyn Grimston | 1111 Summer St Ste 301, Stamford, CT, 06905 - 5511, USA |

Previous Registrations

| Entity ID | Name | Name Type | Type | Jurisdiction | Status | Status Date |
|-----------|------|-----------|------|--------------|--------|-------------|
|-----------|------|-----------|------|--------------|--------|-------------|

No records to view.

Signature Information

Date Signed: 09/07/2023

| Printed Name | Signature | Title |
|--------------------------------|--------------------------------|-------|
| Edward Charles Luckyn Grimston | Edward Charles Luckyn Grimston | CEO |

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALTELIUM (NORTH AMERICA) INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, A.D. 2022, AT 10:21 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6570296 8100
SR# 20220073531

Authentication: 202549712
Date: 02-01-22

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

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A STOCK CORPORATION

The undersigned incorporator desiring to form a corporation pursuant to the General Corporation Law of the State of Delaware ("GCL"), hereby certifies as follows:

FIRST: The name of the Corporation is **ALTELIUM (North America) Inc.**

SECOND: The registered office of the corporation in the State of Delaware is located at 3500 S. Dupont Highway, in the City of Dover, County of Kent, zip code 19901. The registered agent at such address upon whom process against the corporation may be served is Delaware Statutory Agent Services, LLC.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the GCL.

FOURTH:

A. **Authorized Capital Stock.** The total number of shares of stock which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of common stock, par value of \$0.0001 per share, consisting of Nine Million (9,000,000) shares of Voting Common Stock (the "Voting Common Stock") and One Million (1,000,000) shares of Non-Voting Common Stock (the "Non-Voting Common Stock"). Except as otherwise set forth in this Article FOURTH, the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof shall be determined by the Corporation's Board of Directors. The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

B. **Voting Common Stock and Non-Voting Common Stock.**

(i) **Ranking.** The preferences, limitations and rights of the Voting Common Stock and Non-Voting Common Stock, and the qualifications and restriction thereof, shall be in all respects identical, except as otherwise required by law or expressly provided in this Certificate of Incorporation.

(ii) **Voting.** Except as otherwise required by law or in this Certificate of Incorporation (as it may be hereafter be amended), with respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of any outstanding shares of the Voting Common Stock shall vote together as a single class, and every holder of the Voting Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Voting Common Stock standing in such holder's name. Except as otherwise required by law or in this Certificate of Incorporation (as it may be hereafter be amended), the holders of the

outstanding shares of Non-Voting Common Stock shall not be entitled to vote on any matter.

(iii) Amendments Affecting Stock. So long as any shares of Non-Voting Common Stock are outstanding, the Corporation shall not, without such affirmative vote of the votes entitled to be cast on the amendment by the holders of outstanding shares of Non-Voting Common Stock voting as a single class as may be required at that time by the GCL, (i) amend, alter or repeal any provision of this Section B of this Article FOURTH so as to affect adversely the relative rights, preferences, qualifications, limitations or restrictions of the Non-Voting Common Stock as compared to those of the Voting Common Stock or (ii) take any other action upon which class voting of the Non-Voting Common Stock is required by law.

(iv) Dividends; Changes in Stock. No dividend or distribution may be declared or paid on any share of Voting Common Stock unless a dividend or distribution, payable in the same consideration and manner, is simultaneously declared or paid, as the case may be, on each share of Non-Voting Common Stock, nor shall any dividend or distribution be declared or paid on any share of Non-Voting Common Stock unless a dividend or distribution, payable in the same consideration and manner, is simultaneously declared or paid, as the case may be, on each share of Voting Common Stock, in each case without preference or priority of any kind; provided, however, that if dividends are declared that are payable in shares of Voting Common Stock or in Non-Voting Common Stock or in rights, options, warrants or other securities convertible into or exchangeable for shares of Voting Common Stock or Non-Voting Common Stock, dividends shall be declared that are payable at the same rate on both series of Common Stock and dividends payable in shares of Voting Common Stock or in rights, options, warrants or other securities convertible into or exchangeable for shares of Voting Common Stock shall be payable to holders of Voting Common Stock and dividends payable in shares of Non-Voting Common Stock or in rights, options, warrants or other securities convertible into or exchangeable for shares of Non-Voting Common Stock shall be payable to holders of Non-Voting Common Stock. If the Corporation in any manner subdivides or combines the outstanding shares of Non-Voting Common Stock, the outstanding shares of Voting Common Stock shall be proportionately subdivided or combined, as the case may be. Similarly, if the Corporation in any manner subdivides or combines the outstanding shares of Voting Common Stock, the outstanding shares of Non-Voting Common Stock shall be proportionately subdivided or combined, as the case may be.

(v) Liquidation. Shares of Non-Voting Common Stock shall rank pari passu with shares of Voting Common Stock as to distribution of assets in the event of any liquidation, dissolution or winding up of the affairs of the Corporation.

(vi) Conversion of Non-Voting Common Stock. The Board of Directors of this Corporation may, in its sole and absolute discretion, determine that it is advisable for each share of Non-Voting Common Stock to be converted into shares of

Voting Common Stock, whereupon, on the date specified by the Board of Directors (the "Conversion Date"), each share of Non-Voting Common Stock shall automatically be converted into Voting Common Stock at a ratio of one share of Voting Common Stock for each one share of Non-Voting Common Stock (the "Conversion Ratio"). The Conversion Ratio shall be subject to adjustment as hereinafter provided. Upon the Conversion Date, each holder of Non-Voting Common Stock shall be treated for all purposes as the record holder of such shares of Voting Common Stock such holder is entitled to receive, whether or not such holder has surrendered the certificate or certificates for such holder's shares of Non-Voting Common Stock.

(vii) Adjustment for Merger or Reorganization, etc. In case of any consolidation or merger of the Corporation with or into another corporation or the conveyance of all or substantially all of the assets of the Corporation to another corporation, or any proposed reorganization or reclassification of the Corporation (except a transaction for which provision for adjustment is otherwise made in this Paragraph B), each share of Non-Voting Common Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Voting Common Stock of the Corporation deliverable upon conversion of such Non-Voting Common Stock would have been entitled upon such consolidation, merger, conveyance, reorganization or reclassification upon an automatic conversion pursuant to paragraph (vi) of this Paragraph B; and, in any such case, appropriate adjustment (as determined by the Board of Director) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of the Non-Voting Common Stock, to the end that the provisions set forth herein shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Non-Voting Common Stock. The Corporation shall not effect any such consolidation, merger or sale unless prior to or simultaneously with the consummation thereof the successor corporation or purchaser, as the case may be, shall assume by written instrument the obligation to deliver to the holders of the Non-Voting Common Stock such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder is entitled to receive.

(viii) Common Stock Reserved. The Corporation shall reserve and at all times keep available out of its authorized but unissued Voting Common Stock, free from preemptive or other preferential rights, restrictions, reservations, dedications, allocations, options, other warrants and other rights under any stock option, conversion option or similar agreement, such number of shares of Voting Common Stock as shall from time to time be sufficient to effect conversion of the Non-Voting Common Stock.

FIFTH: The name of the incorporator is as follows: Stuart B. Ratner with a mailing address of 1111 Summer Street, Suite 301, Stamford, CT 06905.

SIXTH: No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the GCL as the same exists or may hereafter be amended. If the GCL is amended hereafter to

authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the GCL, as so amended. Any repeal or modification of this Article FIFTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

SEVENTH: Any action which, under the GCL, may be taken at a duly called annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, by one or more consents in writing, setting forth the action so taken or to be taken, bearing the date of signature and signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation in the manner required by Section 228(d) of the GCL. The Secretary of the Corporation shall file such consent or consents, or certify the tabulation of such consents and file such certificate, with the minutes of the meetings of the stockholders.

EIGHTH:

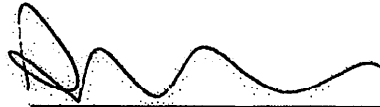
A. The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article SEVENTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article SEVENTH to directors and officers of the Corporation.

B. The rights to indemnification and to the advance of expenses conferred in this Article SEVENTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the Bylaws, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

C. Any repeal or modification of this Article SEVENTH shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 10th day of January 2022.



Stuart B. Ratner
Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, SEPTEMBER 7, 2023

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

Altelium (North America) Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN
VIRGINIA**

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective September 7, 2023.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Jehmal T. Hudson", with a long horizontal flourish extending to the right.

Jehmal T. Hudson
Commissioner