

# ArruGa Corp.

## ARTICLES OF INCORPORATION

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THE UNDERSIGNED, acting as the incorporator of a corporation (the “*Corporation*”) under and in accordance with the Virginia Stock Corporation Act (the “*Act*”), hereby adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I

The name of the Corporation is **ArruGa Corp.**

### ARTICLE II

The purpose for which the Corporation is organized is the transaction of any or all lawful business or activities which are not required by the Act or by other law of the Commonwealth of Virginia to be specifically stated in these Articles.

### ARTICLE III

A. The Corporation shall have the authority to issue five thousand (5,000) shares of common stock, without par value (the “*Shares*”). Unless specifically provided otherwise herein, the holders of such shares shall be entitled to one vote for each share held in any shareholder vote in which any of such holders is entitled to participate.

B. The Board of Directors may fix, in whole or in part, the preferences, limitations and relative rights, to the extent permitted by the Act, of (i) any class of Shares before the issuance of any Shares, or (ii) of one or more series within a class before the issuance of any Shares of that series by filing Articles of Amendment.

C. Except as otherwise required by the Act or by the Board of Directors acting pursuant to subsection C of Section 13.1-707 of the Act (or any successor provision):

i. the vote required to constitute any voting group’s approval of any corporate action except the election of directors, an amendment or restatement of these Articles, a merger, a share exchange, a sale or other disposition of all or substantially all of the Corporation’s property otherwise than in the usual and regular course of business, or the dissolution of the Corporation, shall be a majority of all votes cast on the matter by such voting group at a meeting at which a quorum of such voting group exists;

ii. directors shall be elected by a plurality of the votes cast by Shares entitled to vote in the election at a meeting at which a quorum is present;

iii. the vote required to constitute approval of an amendment or restatement of these Articles, a merger, a share exchange, a sale or other disposition of all or substantially all of the Corporation’s property otherwise than in the usual and regular course of business or the dissolution of the Corporation shall be a majority of all votes entitled to be cast by each voting group entitled to vote on such action;

iv. the number of directors shall be specified in or fixed in accordance with the bylaws of the Corporation and such number shall not be less than one, or, in the absence of bylaws fixing the number, the number shall be one. Election of directors need not be by

written ballot; and

v. in furtherance and not in limitation of the powers conferred by the Act, the Board of Directors of the Corporation is expressly authorized to adopt the original bylaws of the Corporation, to amend or repeal the bylaws or to adopt new bylaws, subject to any limitations that may be contained in such bylaws.

#### ARTICLE IV

No holder of shares of any class of the Corporation shall have any preemptive or preferential right to purchase or to subscribe to (A) any shares of any class of the Corporation, whether now or hereafter authorized; (B) any warrants, rights, or options to purchase any such shares; or (C) any securities or obligations convertible into or exchangeable for any such shares or convertible into or exchangeable for warrants, rights, or options to purchase any such shares.

#### ARTICLE V

Article 14.1 of Chapter 9 of Title 13.1 of the Code of Virginia shall not apply to the Corporation.

#### ARTICLE VI

The address of the initial registered office of the Corporation in the Commonwealth of Virginia is 66 Canal Center Plaza, STE 505, Alexandria, VA 22314, City of Alexandria and the name of the initial registered agent of the Corporation at that office is Dmitri Dubograev, Esq., who is a resident of Virginia and a member of Virginia State Bar and whose business office is identical with the Corporation's registered office.

#### ARTICLE VII

The principal office of the Corporation in the Commonwealth of Virginia is 700 North Fairfax St., Suite 614, Alexandria, VA 22314, located in the City of Alexandria.

#### ARTICLE VIII

##### A. Definitions

For purposes of this Article VII, the following terms shall have the meanings indicated:

1. **"eligible person"** means a person who is or was a director or officer of the Corporation or a person who is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, affiliated corporation, partnership, joint venture, trust or other enterprise;

2. **"expenses"** includes, without limitation, counsel fees;

3. **"liability"** means the obligation to pay a judgment, settlement, penalty, fine (including any excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding;

4. **"party"** includes, without limitation, an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding; and

5. **"proceeding"** means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or

informal.

B. Limitation of Liability

To the full extent that the Act, as it exists on the date hereof or as hereafter amended, permits the limitation or elimination of the liability of directors, officers or other eligible persons, no director or officer of the Corporation or other eligible person made a party to any proceeding shall be liable to the Corporation or its shareholders for monetary damages arising out of any transaction, occurrence or course of conduct, whether occurring prior or subsequent to the effective date of this Article VII.

C. Indemnification

To the full extent permitted by the Act, as it exists on the date hereof or as hereafter amended, the Corporation shall indemnify any person who was or is a party to any proceeding, including a proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that such person is or was an eligible person against any liability incurred by him or her in connection with such proceeding. To the same extent, the Corporation is empowered to enter into a contract to indemnify any eligible person against liability in respect of any proceeding arising from any act or omission, whether occurring before or after the execution of such contract.

D. Termination of Proceeding

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the eligible person did not meet any standard of conduct that is or may be a prerequisite to the limitation or elimination of liability provided in Article VII(B) or to his entitlement to indemnification under Article VII(C).

E. Determination of Availability

The Corporation shall indemnify under Article VII(C) any eligible person who prevails in the defense of any proceeding brought by reason of the fact that such person is or was an eligible person and arising out of the performance of his or her duties as such eligible person. Any other indemnification under Article VII(C) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the eligible person has met any standard of conduct that is a prerequisite to his entitlement to indemnification under Article VII(C).

The determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;
- (b) if a quorum cannot be obtained under clause (a) of this Article VII(E), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;
- (c) by special legal counsel:
  - (i) selected by the Board of Directors or its committee in the

manner prescribed in clause (a) or (b) of this Article VII(E); or

(ii.) if a quorum of the Board of Directors cannot be obtained under clause (a) of this Article VII(E) and a committee cannot be designated under clause (b) of this Article VII(E), selected by a majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

(d) by the holders of Shares, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

Authorization of indemnification and advancement of expenses and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination is made by special legal counsel, such authorization and evaluations shall be made by those entitled under clause (c) of this Article VII(E) to select counsel.

Notwithstanding the foregoing, in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification, an advance or reimbursement is claimed other than through successor Directors approved by the Board of Directors, any determination as to such indemnification, advance or reimbursement shall be made by special legal counsel agreed upon by the Board of Directors and the eligible person. If the Board of Directors and the eligible person are unable to agree upon such special legal counsel, the Board of Directors and the eligible person each shall select a nominee, and the nominees shall select such special legal counsel.

#### F. Advances

1. The Corporation may pay for or reimburse the reasonable expenses incurred by any eligible person (and for a person referred to in Article VII(G)) who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under Article VII(C) if any such person furnishes the Corporation:

(a) a written statement, executed personally, of his good faith belief that he has met any standard of conduct that is a prerequisite to his entitlement to indemnification pursuant to Article VII(C) or Article VII(G); and

(b) a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct.

The undertaking required by clause (b) of this Article VII(F) shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

2. Authorizations of payments under this Article VII(F) shall be made by the persons specified in Article VII(E).

#### G. Indemnification of Other Persons

The Corporation is empowered to indemnify or contract to indemnify any person not specified in Article VII(C) who was, is or may become a party to any proceeding, by reason of the fact that he is or was an agent of or consultant to the Corporation, to the same or a lesser extent as

if such person were specified as one to whom indemnification is granted in Article VII(C). The provisions of Article VII(D), Article VII(E) and Article VII(F), to the extent set forth therein, shall be applicable to any indemnification provided hereafter pursuant to this Article VII(G).

#### H. Application; Amendment

The provisions of this Article VII shall be applicable to all proceedings commenced after it becomes effective, arising from any act or omission, whether occurring before or after such effective date. No amendment or repeal of this Article VII shall impair or otherwise diminish the rights provided under this Article VII (including those created by contract) with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions and make all such determinations and authorizations as shall be necessary or appropriate to comply with its obligation to make any indemnity against liability, or to advance any expenses, under this Article VII and shall promptly pay or reimburse all reasonable expenses incurred by any eligible person or by a person referred to in Article VII(G) in connection with such actions and determinations or proceedings of any kind arising therefrom.

#### I. Insurance

The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any eligible person (and for a person referred to in Article VII(G)) against any liability asserted against or incurred by him whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article VII.

#### J. Further Indemnity

1. Every reference herein to directors, officers, trustees, partners, employees, agents or consultants shall include former directors, officers, trustees, partners, employees, agents or consultants and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article VII shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article VII.

2. Nothing herein shall prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or other arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia, but other provisions of any such agreements, bylaws or other arrangements shall not be affected by any such determination.

#### K. Severability

Each provision of this Article VII shall be severable, and an adverse determination as to

any such provision shall in no way affect the validity of any other provision.

#### ARTICLE IX

Until an occurrence of events or circumstances pursuant to which the Corporation will be deemed a “public company” under the Act, pursuant to Section 13.1-657 of the Act, action required or permitted by the Act to be taken at a shareholders' meeting may be taken without a meeting and without prior notice, if the action is taken by shareholders who would be entitled to vote at a meeting of holders of outstanding shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote thereon were present and voted.

IN WITNESS WHEREOF, the incorporator of the Corporation hereto has caused these Articles of Incorporation to be duly executed as of January 2, 2024.



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Dmitri I. Dubograev, Incorporator

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, JANUARY 7, 2024

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

**ArruGa Corp.**

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

**CERTIFICATE OF INCORPORATION**

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective January 7, 2024.

The corporation is granted the authority conferred on it by law in accordance with the articles of incorporation, subject to the conditions and restrictions imposed by law.

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