Articles of Incorporation

Meridian Technologies Corporation

A For-Profit Corporation Organized Under the Laws of the State of Nova Haven

Filed: July 22, 2026 **Document No. MTC-2026-07400** **State ID: NVH-0074291**

Recitals. The undersigned natural person, being of legal age and acting as incorporator of a corporation under the Business Corporation Act of the State of Nova Haven, Chapter 14, Title 7, hereby adopts the following Articles of Incorporation:

Article I — Corporate Name

The name of this corporation is **Meridian Technologies Corporation** (the "**Corporation**"). The Corporation shall conduct business under this name or under such trade names as the Board of Directors may from time to time approve in accordance with applicable law.

Article II — Registered Office and Registered Agent

Section 2.1 The address of the Corporation's registered office in the State of Nova Haven is **4500 Meridian Boulevard, Suite 900, Harborview, Nova Haven 08102**.

Section 2.2 The name of the Corporation's registered agent at the foregoing address is **Elaine R. Croft**, a resident of the State of Nova Haven. The registered agent may be changed by filing the appropriate form with the Secretary of State in accordance with Chapter 14 of the Business Corporation Act.

Article III — Purposes and Powers

Section 3.1 ***General Purpose.*** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of the State of Nova Haven, including without limitation:

(a) To research, develop, design, license, and commercialize software platforms, cloud-based infrastructure services, and artificial intelligence systems;

(b) To acquire, hold, manage, and dispose of intellectual property, patents, trademarks, copyrights, and trade secrets in connection with the foregoing;

(c) To enter into strategic partnerships, joint ventures, and licensing arrangements with domestic and international entities;

(d) To raise capital through the issuance of securities in accordance with applicable federal and state securities laws; and

(e) To do all things necessary, incidental, or convenient to accomplish the foregoing purposes.

Section 3.2 ***Limitation on Activities.*** Nothing herein shall authorize the Corporation to engage in any activity that violates the laws of the State of Nova Haven or the United States of America, or any regulation promulgated thereunder.

Article IV — Authorized Capital Stock

Section 4.1 ***Total Authorized Shares.*** The total number of shares of all classes of capital stock that the Corporation is authorized to issue is **150,000,000** (One Hundred Fifty Million) shares, as detailed below:

Class	Series	Authorized Shares	Par Value (USD)
Common Stock	Class A	100,000,000	$0.0001
Common Stock	Class B	25,000,000	$0.0001
Preferred Stock	Series Seed	10,000,000	$0.001
Preferred Stock	Series A	10,000,000	$0.001
Preferred Stock	Undesignated	5,000,000	$0.001
Total		**150,000,000**	

Section 4.2 ***Common Stock — Class A.*** Holders of Class A Common Stock shall be entitled to one (1) vote per share on all matters submitted to a vote of shareholders. Class A Common Stock shall rank pari passu with Class B Common Stock with respect to dividends and distributions upon liquidation, dissolution, or winding up of the Corporation.

Section 4.3 ***Common Stock — Class B.*** Holders of Class B Common Stock shall be entitled to ten (10) votes per share on all matters submitted to a vote of shareholders. Class B shares shall be issued exclusively to founders and shall automatically convert to Class A shares upon transfer to any person who is not a founding shareholder, as defined in the Shareholders' Agreement.

Section 4.4 ***Preferred Stock.*** The Board of Directors is expressly authorized to fix, by resolution or resolutions, the designations, preferences, limitations, restrictions, and relative rights of any series of Preferred Stock prior to issuance, including but not limited to: (i) dividend rights; (ii) liquidation preferences; (iii) conversion rights; (iv) redemption rights; and (v) voting rights.

Article V — Board of Directors

Section 5.1 *Number.* The number of directors constituting the initial Board of Directors is **five (5)**. Thereafter, the number of directors shall be fixed by or in the manner provided in the Bylaws of the Corporation, provided that the Board shall consist of no fewer than three (3) and no more than eleven (11) directors.

Section 5.2 ***Classification.*** The Board of Directors shall be divided into three (3) classes, as nearly equal in number as possible, with staggered three-year terms, such that approximately one-third of the directors shall be elected at each annual meeting of shareholders.

Section 5.3 ***Initial Directors.*** The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Name	Address	Class
James A. Whitmore	4500 Meridian Blvd, Suite 900, Harborview, NVH	Class I
Dr. Priya Narayanan	220 Lakeshore Drive, Eastbridge, NVH 08210	Class I
Marcus T. Okafor	77 Founders Row, Harborview, NVH 08105	Class II
Sophia E. Bergmann	1040 Innovation Parkway, Westonfield, NVH 08330	Class II
Robert K. Tanaka	315 Commerce Square, Harborview, NVH 08106	Class III

Section 5.4 ***Vacancies.*** Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of directors, may be filled by the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired term of the director's predecessor in office.

Article VI — Liability and Indemnification

Section 6.1 ***Limitation of Liability.*** To the fullest extent permitted by the Business Corporation Act of the State of Nova Haven, as it exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent otherwise expressly provided by applicable statute.

Section 6.2 ***Indemnification.*** The Corporation shall indemnify, to the fullest extent permitted by applicable law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person.

Section 6.3 ***Advancement of Expenses.*** Expenses (including attorneys' fees) incurred by a director or officer in defending any civil, criminal, administrative, or investigative action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Article VII — Amendment

Section 7.1 These Articles of Incorporation may be amended at any time and from time to time in the manner prescribed by the Business Corporation Act. Notwithstanding the foregoing, the affirmative vote of the holders of at least **two-thirds (2/3)** of the total voting power of the outstanding shares of capital stock of the Corporation, voting together as a single class, shall be required to amend, alter, or repeal, or adopt any provision inconsistent with, Articles IV, V, VI, or this Article VII.

Article VIII — Bylaws

Section 8.1 The Board of Directors of the Corporation is expressly authorized to make, alter, amend, or repeal the Bylaws of the Corporation. Shareholders of the Corporation may also adopt, amend, or repeal Bylaws by the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote thereon.

Article IX — Incorporator

The name and address of the incorporator of this Corporation is:

Name:	Caroline M. Ashford, Esq.
Address:	Ashford & Carver LLP, 80 Capitol Boulevard, Suite 1400, Harborview, Nova Haven 08101
Bar No.:	NVH-Atty-28844

Article X — Miscellaneous Provisions

Section 10.1 ***No Preemptive Rights.*** Unless otherwise determined by the Board of Directors with respect to any series of Preferred Stock, no holder of any shares of the

Corporation shall have any preemptive or preferential right to purchase or subscribe to any shares of any class of the Corporation now or hereafter authorized, or to any obligations convertible into shares of the Corporation.

Section 10.2 ***No Cumulative Voting.*** Shareholders of the Corporation shall not be entitled to cumulate their votes in the election of directors or for any other purpose.

Section 10.3 ***Fiscal Year.*** The fiscal year of the Corporation shall end on December 31 of each calendar year, unless otherwise determined by the Board of Directors.

Section 10.4 ***Corporate Seal.*** The Corporation may have a corporate seal in such form as the Board of Directors shall from time to time determine. Failure to affix the corporate seal shall not affect the validity of any instrument executed on behalf of the Corporation.

Section 10.5 ***Governing Law.*** These Articles of Incorporation and all rights arising hereunder shall be governed by and construed in accordance with the laws of the State of Nova Haven, without regard to its conflict of law principles.

Certification. IN WITNESS WHEREOF, the undersigned, being the incorporator named herein, has executed these Articles of Incorporation as of the date first written above, declaring under penalty of perjury under the laws of the State of Nova Haven that the contents hereof are true and correct to the best of her knowledge, information, and belief.

Incorporator Signature

______________________	______________________
Signature of Incorporator	Date
______________________	______________________
Caroline M. Ashford, Esq. — Incorporator	July 22, 2026

Initial Director Acknowledgements

Each person named as an initial director in Article V hereby consents to serve as director of Meridian Technologies Corporation upon the filing of these Articles of Incorporation with the Secretary of State of Nova Haven.

____
James A. Whitmore, Class I Director

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Date

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Dr. Priya Narayanan, Class I Director

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Date

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Marcus T. Okafor, Class II Director

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Date

____
Sophia E. Bergmann, Class II Director

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Date

____
Robert K. Tanaka, Class III Director

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Date

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Filed by: __________________________ **Fee Received:** $__________

Remarks: ____