

ARTICLES OF INCORPORATION

RECLAIM FINANCIAL, INC.

ARTICLE I: NAME

The name of the corporation is Reclaim Financial, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office of the corporation shall be located at:

The corporation may change its principal office from time to time as the Board of Directors may determine.

ARTICLE III: REGISTERED AGENT AND OFFICE

The name and address of the resident agent of the corporation in the State of Maryland is:

Steven Reid

ARTICLE IV: PURPOSE

This corporation is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

Specifically, the corporation is organized to:

- (a) Operate a nonprofit financial technology platform that provides payment processing services to the general public;
- (b) Generate revenue through standard payment processing fees, debit card interchange, and other financial service fees that are customary in the fintech industry;
- (c) Allocate and distribute a substantial portion of net revenues to qualified tax-exempt organizations under Section 501(c)(3) of the Code for charitable purposes including but not limited to education, poverty relief, community development, healthcare access, and environmental conservation;
- (d) Promote financial transparency and ethical business practices in the financial services industry;
- (e) Engage in any other lawful activities permitted under Section 501(c)(3) of the Code that further the charitable mission of the organization.

ARTICLE V: NONPROFIT NATURE AND LIMITATIONS

- (a) Nonprofit Operation: This corporation is organized and shall be operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.
- (b) Political Activities: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(c) Prohibited Activities: Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on:

- (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
- (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Private Benefit: The corporation shall not operate for the primary benefit of private interests, and no part of its activities shall be for the benefit of any private shareholder or individual.

ARTICLE VI: DEDICATION OF ASSETS

The property, assets, and income of this corporation, both principal and income, are irrevocably dedicated to charitable purposes and no part of the profits or net earnings of the corporation shall inure to the benefit of any private individual or entity. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one or more nonprofit funds, foundations, or organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code and Section 501(a) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII: DURATION

The period of duration of the corporation is perpetual.

ARTICLE VIII: MEMBERS

The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the directors.

ARTICLE IX: BOARD OF DIRECTORS

- (a) The affairs of the corporation shall be managed by its Board of Directors.
- (b) The initial Board of Directors shall consist of not less than three (3) directors. The number of directors may be changed from time to time as provided in the Bylaws, but shall never be fewer than three (3) directors.
- (c) The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the Board of Directors or until their successors are elected and qualified are:

Steven Reid

[Director 2 Name]

[Director 2 Address]

[Director 3 Name]

[Director 3 Address]

ARTICLE X: INCORPORATOR

The name and address of the incorporator is:

Steven Reid

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify any director, officer, employee, or agent of the corporation to the fullest extent permitted by the Maryland General Corporation Law, as amended from time to time.

ARTICLE XII: BYLAWS

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the corporation, subject to the provisions of the Maryland General Corporation Law.

ARTICLE XIII: AMENDMENT

These Articles of Incorporation may be amended in any manner permitted by the Maryland General Corporation Law, provided that no amendment shall be made that would cause the corporation to cease to qualify as an organization exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE XIV: COMPLIANCE WITH MARYLAND LAW

The corporation is organized under the Maryland General Corporation Law. To the extent any provision of these Articles of Incorporation conflicts with applicable Maryland law, the Maryland law shall control.

SIGNATURE OF INCORPORATOR

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a nonprofit corporation under the laws of the State of Maryland, do make, file, and record these Articles of Incorporation, and do certify that the facts herein stated are true, and accordingly have hereunto set my hand this _____ day of _____, 20__.

Steven Reid , Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment as registered agent for the above-named corporation.

Steven Reid

Date: _____