

# **ARTICLES OF INCORPORATION**

## **CONTROLSYNC SOLUTIONS, INC.**

### **PREAMBLE**

KNOW ALL PERSONS BY THESE PRESENTS that on this 1st day of January, 2023, the undersigned incorporator, acting under the laws of the State of Texas, hereby establishes ControlSync Solutions, Inc. as a corporate entity pursuant to the Texas Business Organizations Code.

### **1.0 CORPORATE IDENTITY AND FORMATION**

1.1 The name of the corporation shall be ControlSync Solutions, Inc., a Texas corporation with its principal place of business located in Austin, Travis County, Texas.

1.2 The corporation is organized for the purpose of developing, marketing, and delivering industrial automation software solutions, including but not limited to enterprise SaaS platforms for operational intelligence, predictive maintenance, and process control technologies.

1.3 The corporation shall have perpetual existence and shall possess full legal capacity to engage in any lawful business activity consistent with its corporate purpose.

### **2.0 CAPITAL STRUCTURE**

2.1 The total number of shares of capital stock that the corporation shall have authority to issue is Ten Million (10,000,000) shares, with a par value of \$0.001 per share.

2.2 The capital stock shall be divided into two classes: a) Common Stock: Nine Million (9,000,000) shares b) Preferred Stock: One Million (1,000,000) shares

2.3 Each share of Common Stock shall be entitled to one (1) vote on all matters submitted to a shareholder vote.

2.4 Preferred Stock shall have such rights, preferences, and limitations as may be determined by the Board of Directors at the time of issuance.

### **3.0 CORPORATE GOVERNANCE**

3.1 The initial Board of Directors shall consist of five (5) members, who shall be elected annually by the shareholders.

3.2 The initial directors shall serve until their successors are elected and qualified: - Dr. Elena Rodriguez (Chairperson) - Michael Chang (Chief Executive Officer) - Sarah Thornton

(Independent Director) - David Werner (Technology Expert) - Rachel Alvarez (Financial Advisor)

3.3 The Board of Directors shall have full power and authority to manage the business and affairs of the corporation.

#### **4.0 BUSINESS PURPOSE AND SCOPE**

4.1 The primary business activities of ControlSync Solutions, Inc. shall include: - Developing cloud-based industrial automation software - Providing predictive maintenance solutions - Delivering enterprise SaaS platforms for operational intelligence - Integrating with industrial control systems and SCADA infrastructure

4.2 The corporation may operate throughout the United States and internationally, with a focus on manufacturing, process control, and industrial automation sectors.

#### **5.0 REGISTERED AGENT AND CORPORATE ADDRESS**

5.1 The initial registered agent shall be Michael Chang, located at 500 West 2nd Street, Suite 2700, Austin, Texas 78701.

5.2 The principal business address is 500 West 2nd Street, Suite 2700, Austin, Texas 78701.

#### **6.0 INDEMNIFICATION AND LIABILITY PROVISIONS**

6.1 The corporation shall indemnify directors, officers, employees, and agents to the fullest extent permitted by Texas law.

6.2 No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by applicable law.

#### **7.0 AMENDMENT PROCEDURES**

7.1 These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the outstanding shares entitled to vote.

7.2 Any proposed amendment must be presented in writing and approved through a formal shareholder resolution.

#### **SIGNATURE BLOCK**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of January, 2023.

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Michael Chang Incorporator