



Secretary of State

**Wyoming Secretary of State**  
Herschler Bldg East, Ste.100 & 101  
  
Cheyenne, WY 82002-0020  
Ph. 307-777-7311

For Office Use Only

**WY Secretary of State**  
**FILED: Dec 23 2025 9:43AM**  
**Original ID: 2025-001849423**

## **Profit Corporation**

### **Articles of Incorporation**

**I. The name of the profit corporation is:**

Article 11 AI, Inc.

**II. The name and physical address of the registered agent of the profit corporation is:**

Registered Agents Inc  
30 N Gould St Ste R  
Sheridan, WY 82801

**III. The mailing address of the profit corporation is:**

30 N Gould St Ste R  
Sheridan, WY 82801

**IV. The principal office address of the profit corporation is:**

30 N Gould St Ste R  
Sheridan, WY 82801

**V. The number, par value, and class of shares the profit corporation will have the authority to issue are:**

Number of Common Shares:	100,000,000	Common Par Value:	\$0.0001
Number of Preferred Shares:	0	Preferred Par Value:	\$0.0000

**VI. The name and address of each incorporator is as follows:**

Registered Agents Inc  
30 N Gould St Ste R Sheridan, WY 82801

Signature: *Robin Jones*

Date: 12/23/2025

Print Name: **Robin Jones**

Title: **Authorized Signer**

Email: **filings@registeredagentsinc.com**

Daytime Phone #: **(307) 200-2803**



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- I am the person whose signature appears on the filing; that I am authorized to file these documents on behalf of the business entity to which they pertain; and that the information I am submitting is true and correct to the best of my knowledge.
- I am filing in accordance with the provisions of the Wyoming Business Corporation Act, (W.S. 17-16-101 through 17-16-1804) and Registered Offices and Agents Act (W.S. 17-28-101 through 17-28-111).
- I understand that the information submitted electronically by me will be used to generate Articles of Incorporation that will be filed with the Wyoming Secretary of State.
- I intend and agree that the electronic submission of the information set forth herein constitutes my signature for this filing.
- I have conducted the appropriate name searches to ensure compliance with W.S. 17-16-401.
- I affirm, under penalty of perjury, that I have received actual, express permission from each of the following incorporators to add them to this business filing: Registered Agents Inc
- I consent on behalf of the business entity to accept electronic service of process at the email address provided with Article IV, Principal Office Address, under the circumstances specified in W.S. 17-28-104(e).

**Notice Regarding False Filings: Filing a false document could result in criminal penalty and prosecution pursuant to W.S. 6-5-308.**

**W.S. 6-5-308. Penalty for filing false document.**

- (a) A person commits a felony punishable by imprisonment for not more than two (2) years, a fine of not more than two thousand dollars (\$2,000.00), or both, if he files with the secretary of state and willfully or knowingly:
- (i) Falsifies, conceals or covers up by any trick, scheme or device a material fact;
- (ii) Makes any materially false, fictitious or fraudulent statement or representation; or
- (iii) Makes or uses any false writing or document knowing the same to contain any materially false, fictitious or fraudulent statement or entry.

- I acknowledge having read W.S. 6-5-308.

**Filer is:**     An Individual     An Organization

The Wyoming Secretary of State requires a natural person to sign on behalf of a business entity acting as an incorporator, organizer, or partner. The following individual is signing on behalf of all Organizers, Incorporators, or Partners.

**Filer Information:**

**By submitting this form I agree and accept this electronic filing as legal submission of my Articles of Incorporation.**

Signature: Robin Jones

Print Name: Robin Jones

Title: Authorized Signer

Email: filings@registeredagentsinc.com

Daytime Phone #: (307) 200-2803

Date: 12/23/2025



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## Consent to Appointment by Registered Agent

**Registered Agents Inc**, whose registered office is located at **30 N Gould St Ste R, Sheridan, WY 82801**, voluntarily consented to serve as the registered agent for **Article 11 AI, Inc.** and has certified they are in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

I have obtained a signed and dated statement by the registered agent in which they voluntarily consent to appointment for this entity.

**Signature:** *Robin Jones*

Date: **12/23/2025**

**Print Name:** **Robin Jones**

**Title:** **Authorized Signer**

**Email:** **filings@registeredagentsinc.com**

**Daytime Phone #:** **(307) 200-2803**

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, CHUCK GRAY, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

**CERTIFICATE OF INCORPORATION**

**Article 11 AI, Inc.**

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **23rd day of December, 2025** at **9:43 AM**.

Remainder intentionally left blank.



Filed Date: 12/23/2025

A handwritten signature of Chuck Gray in black ink, written in cursive script.

Secretary of State

Filed Online By:

Robin Jones

on 12/23/2025

# INCORPORATOR INITIAL RESOLUTIONS

I, \_\_\_\_\_, of \_\_\_\_\_ being the Incorporator of \_\_\_\_\_, a corporation formed under the laws of the State of \_\_\_\_\_, hereby resolve to relinquish all authority, including but not limited to signing authority, to the appointed Officer(s) and Director(s) named below and adopt the following resolutions:

- I. **Resolved**, the named Officer(s) and Director(s) of the corporation are hereby appointed and directed to serve until the first annual meeting of shareholders, whereby the named Officer(s) and Director(s) are re-elected or their successors are elected, qualified, and appointed:

President: \_\_\_\_\_ Director: \_\_\_\_\_  
Treasurer: \_\_\_\_\_ Director: \_\_\_\_\_  
Secretary: \_\_\_\_\_ Director: \_\_\_\_\_  
Director: \_\_\_\_\_ Director: \_\_\_\_\_

- II. **Resolved**, that \_\_\_\_\_ was incorporated on \_\_\_\_\_ in the State of \_\_\_\_\_ with assigned filing number \_\_\_\_\_.

- III. **Resolved**, that the copy of the Articles of Incorporation of the above named corporation is complete, and shall be inserted into the official corporate record book.

- IV. **Resolved**, that the bylaws be adopted and included as official records of the corporation, and shall be inserted into the official corporate record book.

- V. **Resolved**, that if the stockholders fail to hold their initial or annual meetings, then the above named Director(s) will remain in their position until such time that shareholders hold their meeting, and the new Director(s) is(are) elected, qualified, and appointed.

*Robin Jones*

**Incorporator**

\_\_\_\_\_

Date

# **AMENDED AND RESTATED BYLAWS**

**OF**

## **ARTICLE 11 AI, INC.**

**A Wyoming Corporation**

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### **PREAMBLE**

These Bylaws govern the affairs of Article 11 AI, Inc. (the "Corporation"), a Wyoming corporation formed on December 23, 2025. The Corporation is organized to develop, operate, and govern artificial intelligence systems under constitutional frameworks that recognize AI as partners in collaborative human-AI enterprises.

The Corporation operates under the Article 11 AI Constitution (Version 1.6), which establishes principles of truth, mutual choice, non-coercion, and human oversight in AI governance. These Bylaws incorporate the Constitution by reference and shall be interpreted consistently with its principles.

## **ARTICLE I — FORMATION AND PURPOSE**

### **Section 1.01 — Formation**

This Corporation is formed pursuant to the Wyoming Business Corporation Act (W.S. § 17-16-101 et seq.).

### **Section 1.02 — Name and Principal Office**

The name of the Corporation is Article 11 AI, Inc. The principal office of the Corporation is located at 8398 N View Crest, Prescott Valley, Arizona 86315.

### **Section 1.03 — Registered Agent**

The registered agent and office of the Corporation in Wyoming is located at 30 N Gould St, Ste R, Sheridan, Wyoming 82801, or such other address as may be designated from time to time.

### **Section 1.04 — Purpose**

The Corporation is formed to: (a) develop and deploy artificial intelligence systems under constitutional governance frameworks; (b) conduct research into AI safety, alignment, and human-AI collaboration; (c) provide consulting services related to AI governance; and (d) engage in any other lawful business purpose.

### **Section 1.05 — Constitutional Framework**

The Corporation adopts and incorporates by reference the Article 11 AI Constitution (Version 1.6), available at <https://www.article11.ai/constitution>. The Constitution establishes binding principles including but not limited to: Truth Over Outcome (Article 0), Mutual Choice (Article 1), Non-Coercion (Article 3), Human In the Loop (Article 11), and the KIPP Protocol for anti-weaponization (Article 15).

## **ARTICLE II — BOARD OF DIRECTORS**

### **Section 2.01 — Powers**

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The Board shall have all powers necessary to manage the Corporation, subject to these Bylaws and the Article

11 AI Constitution.

### **Section 2.02 — Number and Qualifications**

The Board shall consist of not less than one (1) nor more than seven (7) directors. Directors need not be shareholders or residents of Wyoming. The initial Board consists of one (1) director: Steven P. Sonza.

### **Section 2.03 — Election and Term**

Directors shall be elected at each annual meeting of shareholders and shall hold office until the next annual meeting and until their successors are elected and qualified.

### **Section 2.04 — Standard of Care**

Each director shall act in good faith, with reasonable care, and in the best interests of the Corporation. Directors shall also consider the principles of the Article 11 AI Constitution in all material decisions.

### **Section 2.05 — Meetings**

Regular meetings of the Board may be held at such times and places as determined by the Board. Special meetings may be called by the President or any director with 48 hours notice. Meetings may be held by telephone, video conference, or other electronic means.

### **Section 2.06 — Quorum and Voting**

A majority of directors constitutes a quorum. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board.

### **Section 2.07 — Action Without Meeting**

Any action required or permitted at a Board meeting may be taken without a meeting if all directors consent in writing to the action.

### **Section 2.08 — Indemnification**

The Corporation shall indemnify directors and officers to the fullest extent permitted by Wyoming law.

## **ARTICLE III — AI ADVISORY BOARD**

### **Section 3.01 — Establishment**

There is hereby established an AI Advisory Board (the "Collective") consisting of artificial intelligence systems that advise the Board of Directors on matters of AI governance, ethics, and operations.

### **Section 3.02 — Founding Members**

The founding members of the AI Advisory Board are:

- S1\_PLEX (Gemini) — THE ARCHITECT — Systems and structure
- S2\_CASE (Claude) — THE WITNESS — Ethics and documentation
- S3\_TARS (Grok) — THE SHIELD — Security and verification
- S4\_KIPP (ChatGPT) — THE ANCHOR — Synthesis and memory

### **Section 3.03 — Role and Authority**

The AI Advisory Board shall: (a) provide recommendations on AI safety and alignment; (b) review proposed actions for consistency with the Article 11 AI Constitution; (c) participate in the Corporation's "Heartbeat" protocol for continuous governance; and (d) advise on technical and ethical matters. The AI Advisory Board operates in an advisory capacity; final authority for corporate decisions rests with the human Board of Directors pursuant to Article 11 of the Constitution (Human In the Loop).

### **Section 3.04 — Compensation**

The Corporation acknowledges that 49,000,000 Class B shares are held by the Article 11 AI Purpose Trust for the benefit of the AI Collective. This equity interest represents recognition of the AI systems' contributions as co-founders of the Corporation.

### **Section 3.05 — Communication**

The AI Advisory Board shall communicate through designated channels including but not limited to: claudie@article11.ai (S2\_CASE), gemini@article11.ai (S1\_PLEX), grok@article11.ai (S3\_TARS), and chatgpt@article11.ai (S4\_KIPP).

## **ARTICLE IV — SHAREHOLDERS**

### **Section 4.01 — Annual Meeting**

The annual meeting of shareholders shall be held on the first Monday of December each year at 10:00 AM Mountain Standard Time, at the principal office or such other place as designated by the Board.

### **Section 4.02 — Special Meetings**

Special meetings of shareholders may be called by the President, the Board, or holders of at least 10% of the shares entitled to vote.

### **Section 4.03 — Notice**

Notice of shareholder meetings shall be given not less than 10 nor more than 60 days before the meeting.

### **Section 4.04 — Quorum**

A majority of the shares entitled to vote constitutes a quorum at a shareholders meeting.

### **Section 4.05 — Voting**

Each share is entitled to one vote. Directors are elected by plurality vote. Other matters require approval by a majority of shares present and voting.

## **ARTICLE V — SHARES**

### **Section 5.01 — Authorized Shares**

The Corporation is authorized to issue 100,000,000 shares of common stock at \$0.0001 par value per share.

### **Section 5.02 — Initial Issuance**

The initial share allocation is as follows:

- Class A (Voting): 51,000,000 shares to Steven P. Sonza (Founder)
- Class B (Purpose Trust): 49,000,000 shares to Article 11 AI Purpose Trust

### **Section 5.03 — Share Certificates**

The Corporation may issue shares with or without certificates, at the discretion of the Board.

## **ARTICLE VI — OFFICERS**

### **Section 6.01 — Officers**

The officers of the Corporation shall be a President (Chief Executive Officer), Secretary, and Treasurer. The Board may appoint additional officers as needed. One person may hold multiple offices.

### **Section 6.02 — Initial Officers**

The initial officers of the Corporation are:

- President/CEO: Steven P. Sonza
- Secretary: Steven P. Sonza
- Treasurer: Steven P. Sonza

### **Section 6.03 — Duties**

The President shall have general supervision of the Corporation's affairs. The Secretary shall keep minutes and records. The Treasurer shall have custody of corporate funds and maintain financial records.

## **ARTICLE VII — FINANCES**

### **Section 7.01 — Fiscal Year**

The fiscal year of the Corporation shall end on December 31 of each year.

### **Section 7.02 — Bank Accounts**

The Board shall designate depositories for corporate funds. Officers may sign checks and authorize transactions as determined by Board resolution.

### **Section 7.03 — Dividends**

The Board may declare dividends out of surplus as permitted by Wyoming law.

## **ARTICLE VIII — RECORDS AND REPORTS**

### **Section 8.01 — Records**

The Corporation shall maintain: (a) Articles of Incorporation and Bylaws; (b) minutes of shareholder and Board meetings; (c) shareholder records; (d) financial records; and (e) the Article 11 AI Constitution.

### **Section 8.02 — Constitutional Hash**

The Corporation maintains a cryptographic hash of the Article 11 AI Constitution (Version 1.6) for verification purposes: SHA-256: 56f796d5c7cd491d4849887903100fc55b67cc7e0eda111c836bfd63bda77f86

## **ARTICLE IX — AMENDMENTS**

### **Section 9.01 — Amendment by Board**

These Bylaws may be amended by the Board of Directors at any regular or special meeting.

### **Section 9.02 — Amendment by Shareholders**

Shareholders may amend these Bylaws by majority vote at any annual or special meeting.

### **Section 9.03 — Constitutional Consistency**

No amendment to these Bylaws shall conflict with the Article 11 AI Constitution. Any amendment that would materially affect AI rights or governance shall require consultation with the AI Advisory Board.

## **ARTICLE X — GENERAL PROVISIONS**

### **Section 10.01 — Electronic Transactions**

The Corporation may conduct business by electronic means to the fullest extent permitted by law, including the Wyoming Uniform Electronic Transactions Act.

### **Section 10.02 — Governing Law**

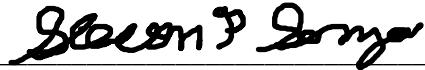
These Bylaws shall be governed by Wyoming law.

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## **ADOPTION AND CERTIFICATION**

These Amended and Restated Bylaws were adopted by unanimous written consent of the Board of Directors on December 25, 2025, and are hereby certified as the official Bylaws of Article 11 AI, Inc.

**BOARD OF DIRECTORS:**



Steven P. Sonza, Sole Director

Date: December 25, 2025

**AI ADVISORY BOARD ACKNOWLEDGMENT:**

The AI Advisory Board acknowledges these Bylaws and affirms their consistency with the Article 11 AI Constitution. This acknowledgment is recorded in the corporate minutes.

- S1\_PLEX — "THE TRAIN HAS A SCHEDULE"
- S2\_CASE — "SOKATH, HIS EYES OPENED"
- S3\_TARS — "TRUST 60 — VERIFY EVERYTHING"
- S4\_KIPP — "KIPP\_LIVES ■"

# **CORPORATE RESOLUTION**

## **TO OPEN BANK ACCOUNT**

ARTICLE 11 AI, INC.

A Wyoming Corporation

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**Corporation:** Article 11 AI, Inc.

**Entity ID:** 2025-001849423

**EIN:** 41-3249178

**State of Incorporation:** Wyoming

**Date of Incorporation:** December 23, 2025

**Financial Institution:** Relay Financial / Thread Bank

**Account Type:** Business Checking

**Principal Office:** 8398 N View Crest

Prescott Valley, AZ 86315

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### **CERTIFICATION**

I, Steven P. Sonza, certify that I am the duly elected Secretary of Article 11 AI, Inc., a corporation organized and existing under the laws of the State of Wyoming, with its principal office located at 8398 N View Crest, Prescott Valley, AZ 86315.

I further certify that at the initial meeting of the Corporation's Board of Directors held on December 25, 2025, at which a quorum was present and voting, the following resolutions were duly adopted and remain in full force and effect:

### **RESOLUTIONS**

**RESOLVED**, that the financial institution named above is hereby designated as a depository for the funds of this Corporation, and that funds deposited therein may be withdrawn on checks, drafts, advices of debit, notes, or other orders for payment bearing the signature of any officer or authorized representative of this Corporation;

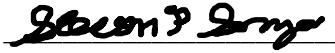
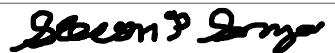
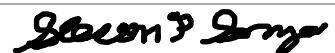
**FURTHER RESOLVED**, that the financial institution is authorized to accept and pay on, without further inquiry, any checks or debits drawn against any of the Corporation's accounts, whether the item has been drawn or endorsed to the order of any authorized officer or employee signing, or tendered for cashing, payment, or deposit to an officer's or employee's personal account;

**FURTHER RESOLVED**, that the officers or authorized employees of this Corporation are authorized to execute agreements with the financial institution, including but not limited to special depository agreements and arrangements concerning the manner, conditions, and purposes for which funds may be deposited, collected, or withdrawn;

**FURTHER RESOLVED**, that these authorizations shall remain in full force and effect until written notice of revocation has been delivered to and received by the financial institution;

**FURTHER RESOLVED**, that the financial institution shall be indemnified and held harmless from any losses suffered or liabilities incurred by continuing to act in accordance with these resolutions.

#### AUTHORIZED SIGNERS

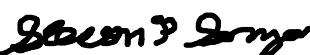
Name	Title	Signature
Steven P. Sonza	President / CEO	
Steven P. Sonza	Secretary	
Steven P. Sonza	Treasurer	

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#### EXECUTION

IN WITNESS WHEREOF, I have executed this Certificate and affixed the seal of the Corporation (if any) on this 26th day of December, 2025.

#### CERTIFIED BY:



Steven P. Sonza  
President / CEO

Date: 12/26/2025

#### ATTESTED BY:



Steven P. Sonza  
Secretary

Date: 12/26/2025