

STATE OF DELAWARE — DIVISION OF CORPORATIONS

FILED IN THE OFFICE OF THE SECRETARY OF STATE
pursuant to Section 103 of the General Corporation Law of the State of Delaware

CERTIFICATE OF INCORPORATION
OF
CAPITIZE INC.

File Number: 7603547
Entity Type: Domestic Corporation

Date of Incorporation: August 1, 2023
Jurisdiction: State of Delaware (US)

The undersigned, being a natural person of full age and acting as incorporator of a corporation under the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopts the following Certificate of Incorporation:

ARTICLE I — NAME

The name of the corporation is **CAPITIZE INC.** (hereinafter, the "**Corporation**").

ARTICLE II — REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation in the State of Delaware is located at 1007 N. Orange Street, 4th Floor, Suite 1382, City of Wilmington, County of New Castle, State of Delaware 19801. The name of the registered agent of the Corporation at such address is **FIRSTBASE AGENT LLC**.

ARTICLE III — PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL. The Corporation is authorized to exercise all powers and engage in all activities permitted by law.

ARTICLE IV — AUTHORIZED CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is **Ten Million (10,000,000) shares** of Common Stock, each having a par value of **\$0.0001 per share**. The Board of Directors is authorized to establish series of Preferred Stock and fix the rights and preferences thereof.

ARTICLE V — INCORPORATOR

The name and mailing address of the sole incorporator is: **Firstbase Agent LLC**, 1007 N. Orange Street, 4th Floor, Suite 1382, Wilmington, Delaware 19801. The powers of the incorporator shall terminate upon filing of this Certificate.

ARTICLE VI — BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors shall be fixed by or in the manner provided in the Bylaws. The Board is authorized to adopt, amend, or repeal Bylaws. Election of directors need not be by written ballot unless the Bylaws so require.

ARTICLE VII — LIABILITY OF DIRECTORS

To the fullest extent permitted by the DGCL, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment shall adversely affect any right or protection existing at the time of such amendment.

ARTICLE VIII — INDEMNIFICATION

The Corporation shall, to the fullest extent authorized under the laws of the State of Delaware, indemnify any director or officer made a party to any action or proceeding, whether criminal, civil, administrative, or investigative, by reason of being a director or officer of the Corporation. Such indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled.

ARTICLE IX — AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the DGCL. All rights herein conferred are granted subject to this reservation. The Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws without stockholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation as of the date set forth below, and hereby affirms that the facts stated herein are true, under penalty of perjury.

Date of Filing: **August 1, 2023**

INCORPORATOR SIGNATURE:



Firstbase Agent LLC, Incorporator
1007 N. Orange Street, 4th Floor
Suite 1382, Wilmington, DE 19801
Filed: August 1, 2023



GREAT SEAL OF THE STATE OF DELAWARE

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF CAPITIZE INC. AS RECEIVED AND FILED IN THIS OFFICE.

FILE NO: 7603547
DATE FILED: AUGUST 1, 2023



Handwritten signature of Jeffrey W. Bullock in blue ink.

Jeffrey W. Bullock, Secretary of State
State of Delaware