

Articles of Incorporation of Vanguard & Co.

Article I: Name

The name of the corporation is **Vanguard & Co.** (the “Corporation”).

Article II: Registered Office

The Corporation’s registered office is located at **s081**, Commonwealth of Redmont. The Corporation’s registered agent at this address is **Nexalin**

Article III: Purpose

The Corporation is organized to engage in any lawful act or activity permissible under the laws of the Commonwealth of Redmont. It will primarily operate in **financial services**, including **commercial banking, investment banking, asset management**, and related financial activities. Subsidiaries will operate both domestically and internationally under various legal frameworks.

Article IV: Corporate Powers

The Corporation shall have all the powers granted under the laws of Redmont, including the ability to:

- Borrow money, issue bonds, and incur obligations.
- Enter into contracts and agreements.
- Own and lease real property and intellectual property.

Article V: Capital Stock

1. **Authorized Shares:** The Corporation is authorized to issue **[number]** shares of common stock with a par value of **[amount]** per share, and **preferred stock** as deemed appropriate by the Board of Directors.
2. **Preferred Stock Designation:** The Board is authorized to issue preferred stock in one or more series with rights, preferences, and privileges as determined by Board resolution. This may include:
 - **Voting rights** (or lack thereof).
 - **Dividend preferences.**
 - **Conversion or redemption rights.**
 - **Liquidation preferences.**
3. **Issuance of Shares:** The Corporation may issue shares for cash, property, or other lawful consideration, as approved by the Board.
4. **No Preemptive Rights:** Shareholders do not have preemptive rights to purchase additional shares issued by the Corporation unless expressly granted by the Board.

Article VI: Board of Directors

1. **Authority and Powers:** The business of the Corporation shall be managed by its Board of Directors, who have full power to oversee corporate operations. The

Board may delegate its powers to committees, officers, or agents as it deems necessary.

2. **Number and Composition:** The number of directors shall be determined by the Bylaws but shall not be less than **[number]**.

3. **Committees:** The Board shall establish committees as necessary, including but not limited to:

- **Audit Committee:** Oversees financial reporting, compliance, and audits.
- **Compensation Committee:** Determines executive compensation and related policies.
- **Governance Committee:** Ensures corporate governance policies are upheld.

4. **Election and Terms:** Directors shall be elected by the shareholders at the Annual General Meeting and shall hold office until their successors are duly elected and qualified.

Article VII: Shareholder Meetings

1. **Annual and Special Meetings:** The Corporation shall hold an Annual General Meeting of shareholders, with notice provided at least **30 days** in advance. Special meetings may be called by the Board as needed.

2. **Quorum:** A majority of shareholders present in person or by proxy shall constitute a quorum for the transaction of business at shareholder meetings.

3. **Voting:** Each share of common stock entitles the shareholder to one vote. Preferred stockholders' voting rights will be determined by the Board as specified upon issuance.

Article VIII: Dividend Policy

1. **Declaration of Dividends:** The Board of Directors may, at its discretion, declare dividends based on the financial condition of the Corporation. Dividends may be paid in cash, property, or shares of stock.

2. **Preferred Stock Dividends:** Holders of preferred stock shall be entitled to receive dividends before any dividends are declared on common stock, in accordance with the preferences established upon issuance.

Article IX: Transfer of Shares

1. **Right of First Refusal:** If any shareholder wishes to sell or transfer shares, the Corporation shall have the right of first refusal. Existing shareholders will also have the right to purchase a proportionate amount of the offered shares before they are sold to third parties.

2. **Restrictions on Transfer:** Shares may not be transferred to any competitor or an entity that could harm the interests of the Corporation. All transfers must be approved by the Board.

Article X: Stock Repossession and Inactivity Policy

1. **Inactivity Definition:** Shareholders who fail to participate in shareholder activities or respond to corporate communications for a period of **3 months** may be deemed inactive.
2. **Repossession Process:** The Corporation may initiate repossession of inactive shareholders' stock by providing a **30-day notice**. Shares will be repurchased at fair market value, determined by an independent valuation or the Board.
3. **Reinvestment of Repossessed Shares:** Repossessed shares will first be offered to existing shareholders, and any unpurchased shares may be held in the Corporation's treasury or canceled.

Article XI: Indemnification and Limitation of Liability

1. **Indemnification:** The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law, for any liability arising from actions taken in good faith on behalf of the Corporation.
2. **Advancement of Expenses:** Legal expenses incurred by directors or officers in defending a proceeding will be advanced by the Corporation, provided that they agree to repay the expenses if it is determined they are not entitled to indemnification.
3. **Limitation of Liability:** No director or officer shall be personally liable for monetary damages for breach of fiduciary duty, except for gross negligence or intentional misconduct.

Article XII: Corporate Opportunities

1. **Business Opportunities:** Directors and officers must present to the Corporation any business opportunities relevant to its operations before pursuing them independently.

Article XIII: Dissolution

1. **Dissolution Process:** In the event of the dissolution or liquidation of the Corporation, its assets will be distributed in the following order:
 - To satisfy outstanding debts and liabilities.
 - To holders of preferred stock, if applicable.
 - To holders of common stock in proportion to their ownership.

Article XIV: Governing Law

These Articles of Incorporation shall be governed by and construed in accordance with the laws of the **Commonwealth of Redmont**.

Article XV: Amendments

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law. Any amendments must be approved by a majority vote of the Board of Directors and, where necessary, by the shareholders.

Incorporator Information

The undersigned, being the incorporator of **Vanguard & Co.**, has executed these Articles of Incorporation on **Wednesday September 11th, 2024**.

Incorporator:

Name: **Nexalin**

Signature:

Date: **Wednesday September 11th, 2024**