Certificate of Incorporation

Axis Group

Article I. Parties & Incorporator:

1. **The Corporation:** The name of the Corporation is **Axis Group Inc.** (the "Corporation").
2. **The Shareholder:** The initial sole shareholder of the Corporation is **Devaculous** (the "Shareholder").
3. **The Incorporator:** The sole incorporator of the Corporation is **Devaculous**.

Article II. Purpose:

The purpose of the Corporation is to act as a holding company, to own and manage investments in subsidiary entities, and to engage in any other lawful business or activity.

Article III. Stock:

1. **Authorised Shares:** The total number of shares the Corporation is authorized to issue is 1,000 shares of Class A Voting Stock, with a par value of $1.00 per share.
2. **Initial Issuance & Ownership:** Upon incorporation, all 1,000 authorized Class A Shares shall be issued to and held by **Devaculous**, constituting 100% of the voting control and equity.
3. **Creation of New Share Classes:** The Board of Directors may, at any time, propose the creation of one or more new classes of stock (e.g., "Class B Non-Voting Stock" or "Preferred Stock") to raise capital or compensate employees. The creation and authorization of any new class of stock shall require a formal amendment to this Certificate of Incorporation.
4. **Issuance of New Shares:** The Board of Directors shall have the authority to issue any authorized but unissued shares at any time, for any price, and to any person or entity as it deems fit.
5. **Amendment Procedure:** This Certificate may be amended by a majority vote of the outstanding Class A shares.

Article IV. Management & Decision-making:

1. **Ultimate Authority:** All voting power rests with the Shareholder.
2. **Board of Directors:** The business and affairs of the Corporation shall be managed by a Board of Directors. The Shareholder has the exclusive right to appoint and remove any director. The initial and sole Director shall be Devaculous.
3. **Meetings:** Board meetings shall be held as needed and may be called by any director.
4. **Quorum:** A quorum for any vote shall be the presence of the sole Shareholder.

Article V. Roles & Responsibilities:

1. **Shareholder:** The role of the Shareholder is to provide capital, elect and oversee the Board of Directors, and approve major corporate decisions.
2. **Board of Directors:** The role of the Board is to oversee the day-to-day operations of the Corporation, ensure regulatory compliance, appoint officers, and act in the best interest of the Corporation and its Shareholder.

Article VI. Transfer of Shares:

The transfer of Shares may be subject to restrictions as set forth in the Corporation's Bylaws.

Article VII. Dividends & Distribution:

The declaration and payment of any dividends shall be at the discretion of the Board of Directors.

Article VIII. Dispute Resolution & Bylaws:

1. **Dispute Resolution:** Any dispute arising under this Agreement shall be resolved through the courts of the Commonwealth of Redmont.
2. **Bylaws:** The Board of Directors may adopt and amend internal Bylaws, provided they do not conflict with this Certificate.

Article IX. Exit Strategies:

Provisions for drag-along and tag-along rights may be established in the Corporation's Bylaws.

Article X. Confidentiality & Non-Compete:

All directors and officers shall be bound by a duty of confidentiality regarding the Corporation's non-public business.

Article XI. Financing Arrangements:

The Corporation may secure funding through debt or equity as determined by the Board of Directors.

Article XII. Reserved Matters:

All significant corporate actions, including amending this Certificate, require the approval of the holder(s) of a majority of the Class A Shares.

Article XIII. Shareholder Information & Meetings:

Meetings of shareholders shall be held as needed and may be called by the Board of Directors. However, formal meetings may be waived in favor of written consent by the Shareholder.

Article XIV. Duration:

The Corporation shall have perpetual existence. It may be dissolved by a written resolution of the Shareholder, followed by the winding up of affairs and distribution of assets.

7th of December 2025
Signed:

Devaculous

Incorporator & Director