CERTIFICATE OF INCORPORATION

OF
MERIDIAN INC.

ARTICLE I

(1) Ownership and Equity Distribution

(a) The Corporation is authorized to issue one class of stock designated as Series A Common Stock. The total number of authorized shares of Series A Common Stock shall be one million (1,000,000) shares, each having a par value of $0.01 per share. The Board of Directors is authorized to issue shares of Series A Common Stock from time to time in such amounts, for such consideration, and to such persons or entities as the Board may determine, subject to applicable law.

(b) Upon incorporation, the Corporation shall issue one thousand (1,000) shares of Series A Common Stock to jJoshuaTheGreat, who shall be the sole shareholder at the time of formation.

(c) Until otherwise determined by the Board of Directors, shareholders shall not possess pre-emptive rights to acquire additional shares of the Corporation. Transfers of shares shall be subject to the restrictions set forth in this Certificate of Incorporation, the bylaws of the Corporation, and any shareholder agreements approved by the Board of Directors.

(d) The name of the incorporator of the Corporation is jJoshuaTheGreat. The authority of the incorporator shall terminate upon the election of the initial director or directors.

(e) This Certificate of Incorporation may be amended only by the approval of the holders of at least a majority of the outstanding shares entitled to vote thereon. Unless otherwise provided in this Certificate of Incorporation, any amendment shall originate from the Board of Directors by majority vote.

ARTICLE II

(2) Management and Decision-Making

(a) The Corporation shall be managed by a Board of Directors. The Board shall have full authority to manage the business and affairs of the Corporation, including the power to enter into contracts, incur obligations, issue equity, appoint officers, and establish subsidiaries.

(b) On any matter submitted to a vote of shareholders or directors, a quorum shall consist of at least fifty-one percent (51%) of the voting power entitled to vote. Abstentions shall be counted as votes cast for purposes of quorum and vote calculation. Except where a greater threshold is required by this Certificate of Incorporation, actions shall be approved by a simple majority of the votes cast.

ARTICLE III

(3) Roles and Responsibilities

Shareholders shall have no obligation to participate in the management or operations of the Corporation solely by virtue of their share ownership. The Board of Directors shall determine the duties, authority, and compensation of officers and may require services or contributions only pursuant to written agreements approved by the Board. No shareholder shall be deemed an employee, officer, or agent of the Corporation unless expressly appointed as such.

ARTICLE IV

(4) Transfer of Shares

Shares of the Corporation may not be transferred, assigned, pledged, or otherwise disposed of without prior written approval of the Board of Directors. The Board may impose additional transfer restrictions, including rights of first refusal in favor of the Corporation or existing shareholders, and may establish valuation methods for transferred shares, including book value, fair market value, or an independent appraisal.

ARTICLE V

(5) Dividends and Distributions

Dividends and distributions may be declared only by resolution of the Board of Directors. The Board shall determine the timing, amount, and form of any dividend, subject to the availability of legally distributable funds. The Corporation is under no obligation to declare dividends, and shareholders acknowledge that profits may be retained indefinitely for reinvestment or operational purposes.

ARTICLE VI

(6) Dispute Resolution and Bylaws

Any dispute arising among shareholders, directors, officers, or the Corporation shall be resolved in accordance with the procedures set forth in the bylaws or in agreements approved by the Board of Directors. The bylaws shall govern the internal affairs of the Corporation and may be adopted, amended, or repealed by the Board of Directors, unless otherwise required by law or this Certificate of Incorporation.

ARTICLE VII

(7) Exit Strategies

In the event of a shareholder’s insolvency, or voluntary decision to exit the Corporation, the Corporation shall have the right, but not the obligation, to purchase the affected shares at a value determined by the Board of Directors. The Board may also approve drag-along rights requiring minority shareholders to participate in a sale approved by a majority of shareholders, and tag-along rights allowing minority shareholders to participate proportionally in approved transfers.

ARTICLE VIII

(8) Exit Strategies

The Corporation may raise capital through equity issuances, debt financing, or other lawful instruments as approved by the Board of Directors. Existing shareholders acknowledge that future financing may dilute their ownership interests. No shareholder consent shall be required for financing transactions unless expressly required by this Certificate of Incorporation or applicable law.

ARTICLE IX

(9) Parties

The parties to this Certificate of Incorporation are Meridian Inc. and its shareholders and future shareholders, each of whom shall be deemed a party hereto by virtue of holding shares of the Corporation.

ARTICLE X

(10) Board of Directors

The number of directors shall be not less than one (1) nor more than seven (7). Directors shall be elected by a majority vote of the shareholders and may be removed with or without cause by a majority vote of the shareholders. Vacancies may be filled by the remaining directors. Board meetings may be held by electronic means, and written consents in lieu of meetings shall be permitted.

ARTICLE XI

(11) Reserved Matters

The following actions shall require unanimous approval of the shareholders: voluntary dissolution of the Corporation, sale of substantially all assets, and any merger or consolidation.

ARTICLE XII

(12) Dissolution

Upon dissolution, the Corporation shall wind up its affairs, satisfy its liabilities, and distribute remaining assets to shareholders pro rata in accordance with their share ownership, unless otherwise required by law.

ARTICLE XIII

(13) Shareholder Information and Meetings

The Corporation shall provide shareholders with quarterly financial summaries and notice of material corporate actions. Shareholder meetings shall be held at least annually and may be conducted electronically.

ARTICLE XIV

(14) Company Purpose and Nature

(a) The Corporation is formed to engage in any lawful business activity, including acting as a holding or parent entity for operating subsidiaries, investments, and related enterprises.

(b) The plugin name for the company shall be “MeridianINC”.

The undersigned incorporator hereby executes this Certificate of Incorporation.

Incorporator: jJoshuaTheGreat



coshjlose (jJoshuaTheGreat)
Date: February 23, 2026

This Certificate of Incorporation shall be effective upon filing with the Department of Commerce.