Certificate of Incorporation

Whop Corporation

Article I. Parties & Incorporator:

1. **The Corporation:** The name of the Corporation is Whop Corporation, which may operate under the trading name "Whop" (the "Corporation").
2. **The Shareholder:** The initial sole shareholder of the Corporation is Nexalin (the "Shareholder").
3. **The Incorporator:** The sole incorporator of the Corporation is Nexalin.

Article II. Purpose:

The purpose of the Corporation is to act as a holding company, to own and manage investments in subsidiary entities, to manage intellectual property, 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 21,000 shares, consisting of two classes:
    - 1,000 shares of Class A voting stock, with a par value of $0.01 per share
    - 20,000 shares of Class B non-voting stock, with a par value of $0.01 per share
2. **Initial Issuance & Ownership:** Upon incorporation, all 1,000 authorized Class A Shares shall be issued to and held by Nexalin. All 20,000 Class B Shares shall be authorized but unissued, held in Treasury by the Corporation.
3. **Issuance of New Shares:** The Board of Directors shall have the full authority to issue any authorized but unissued shares (including all Class B shares) at any time, for any price, and to any person or entity as it deems fit. This includes the right to sell shares to the public to raise capital (an IPO) or to grant shares to directors, officers, or employees as compensation.
4. **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 and ultimate authority rests with the holder(s) of Class A Shares.
2. **Board of Directors:** The business and affairs of the Corporation shall be managed by a Board of Directors. The Class A Shareholder(s) have the exclusive right to appoint and remove any director. The initial and sole Director shall be Nexalin.

Article V. Roles & Responsibilities:

1. **Shareholder:** The role of the Shareholder(s) 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 bank, 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 Class A 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:

As there is initially a sole Shareholder who also constitutes the entire Board, formal meetings may be waived. All corporate actions can be taken by written consent.

Article XIV. Duration:

The Corporation shall have perpetual existence, unless dissolved in accordance with applicable law.

1st of November 2025

Signed: _____***Nexalin***_____
Incorporator & Director