Certificate of Incorporation

Whop Global Markets Corporation

Article I. Parties & Incorporator:

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

Article II. Purpose:

The purpose of the Corporation is to operate as a Financial Institution, engaging in investment banking, securities trading, derivatives, market-making, and other financial services as permitted by the laws of the Commonwealth of Redmont.

Article III. Stock:

1. **Authorised Shares:** The total number of shares the Corporation is authorised to issue is 1,000 shares of Class A Common Stock, with a par value of $0.01 per share.
2. **Initial Issuance & Ownership:** Upon incorporation, all 1,000 authorised Class A Shares shall be issued to and held by Whop Corporation, constituting 100% of the voting control and equity of this Corporation.
3. No other shares or share classes may be created or issued except by a formal amendment to this Certificate, approved by the sole Shareholder.

Article IV. Management & Decision-making:

1. **Ultimate Authority:** All voting power and ultimate authority over this Corporation rests exclusively with the sole Class A Shareholder, Whop Corporation.
2. **Board of Directors:** The business and affairs of the Corporation shall be managed by a Board of Directors. The Shareholder (Whop Corporation) has the sole and exclusive right to appoint and remove any director, with or without cause, at any time. The initial and sole Director of this Corporation shall be Nexalin.

Article V. Roles & Responsibilities:

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

Article VI. Transfer of Shares:

The sole Shareholder, Whop Corporation, may not transfer or sell its shares in this Corporation. Any attempted transfer shall be null and void.

Article VII. Dividends & Distribution:

The declaration and payment of any dividends to the Shareholder shall be at the discretion of the Board of Directors, subject to all regulatory and capital requirements.

Article VIII. Dispute Resolution & Bylaws:

The Board of Directors may adopt and amend internal Bylaws, provided they do not conflict with this Certificate or the directives of the Shareholder.

Article IX. Exit Strategies:

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

Article X. Dispute Resolution:

Any disputes arising under this Certificate between shareholders, directors, or the Corporation shall first be attempted to be resolved through good-faith negotiations. If negotiations fail, the dispute shall be resolved through the courts of the Commonwealth of Redmont.

Article XI. Amendment Procedure:

This Certificate of Incorporation may be amended by a majority vote of the outstanding Class A shares. Any proposed amendment shall originate from the Board of Directors by a majority vote before being presented to the Shareholder for final approval. As Whop Corporation is the sole shareholder, any amendment requires its sole approval.

Article XII. Confidentiality & Non-Compete:

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

Article XIII. Financing Arrangements:

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

Article XIV. Duration:

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

6th of November 2025

Signed: ___***Nexalin***_____
On behalf of the Incorporator and Sole Shareholder, Whop Corporation