

STATE OF DELAWARE

CERTIFICATE OF INCORPORATION

VETERANS WATCHMAKER INITIATIVE, INC.

A NON-STOCK CORPORATION

The undersigned Incorporator, desiring to form a corporation pursuant to the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Veterans Watchmaker Initiative, Inc.

2. The Registered Office of the Corporation in the State of Delaware is located at 307 Sixth Street, Odessa, New Castle County, Delaware 19730. The name of the Registered Agent at such address upon whom process against this corporation may be served is Sam Cannan.

3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation. The Corporation is organized exclusively for charitable, religious, education and/or scientific purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as Amended (the "Code"). The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify as a corporation as described in the Code).

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided that the exercise of such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The Corporation shall not have the authority to issue any capital stock.

6. Upon the dissolution of the Corporation, all Corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

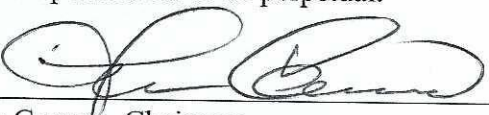
7. To the fullest extent permitted by law, the personal liability of all of the Board Members is hereby eliminated to the fullest extent allowed as provided by the General Corporation Law of the State of Delaware, as the same may be supplemented and amended. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any Board Member of the Corporation for or with respect to any acts or omissions of such Board Member occurring prior to such amendment.

8. From time to time, and in furtherance of the purposes for which the corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.

9. The name and mailing address of the incorporator are as follows:

Name: Brian T. Riggan, Esq.  
Mailing Address: 3171 DuPont Parkway, Suite B,  
Townsend, DE 19734

10. The duration of the corporation is to be perpetual.

By:  Incorporator  
Sam Cannan, Chairman

Date: November 20, 2025

STATE OF DELAWARE CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION

Pursuant to Section 265 of the Delaware General Corporation Law, the undersigned Foreign Corporation executes this certificate of conversion to a Delaware Corporation.

FIRST: The jurisdiction where the non-Delaware corporation was first formed is New York State and the date the non-Delaware corporation first formed is June 27, 2011.


SECOND: The jurisdiction immediately prior to filing this Certificate is New York.

THIRD: The name of the non-Delaware corporation immediately prior to filing this Certificate is Veterans Watchmaker Initiative, Inc.

FOURTH: The name of the corporation as set forth in the Certificate of Incorporation is Veterans Watchmaker Initiative, Inc., see attached certificate of incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized party, the day 20th of November, AD., 2025.

By:

  
Name: Sam Cannan, Chairman