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1. OLEVRA CORP.  
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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:** \_\_\_\_\_  
\_\_\_\_\_  
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# **ARTICLES OF INCORPORATION OF OLEVRA CORP.**

I, the undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such a Corporation.

## **ARTICLE I**

The name of the Corporation hereby formed shall be

**OLEVRA CORP.**

## **ARTICLE II**

The period of this duration shall be perpetual.

## **ARTICLE III**

The purpose of this corporation is to develop advanced medicine and therapies for animals and humans to increase the immune system to fight diseases, in particular, as well as to engage in any other business purpose that is lawful under the laws of Florida.

## **ARTICLE IV**

### **Common Stock**

The aggregate number of common shares which the corporation shall have the authority to issue is Twenty Million (20,000,000) shares at \$0.001 Par Value per share. All shares are one class. There shall be no cumulative voting right, and each share shall entitle the holder thereof to one vote at all meetings of the stockholders.

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**Preferred Stock**

The aggregate number of preferred shares which the corporation shall have the authority to issue is Ten Million (10,000,000) shares at One Dollar (\$1.00) per share. The designations, rights and preferences of preferred shares will be determined from time to time by the Board of Directors who will not be required to obtain any approval from shareholders.

**Series A Preferred Stock**

It is in the best interest of the Company to provide the designation of One (1) share of the Preferred Stock as Series A Preferred Stock, having a par value of \$1.00 per share (the "Series A Preferred Stock"):

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**SECTION 1 – DESIGNATION AND RANK**

- 1.01. Designation.** The designation shall be "Series A Preferred Stock", \$1.00 par value per share. The number of authorized shares constituting the Series A Preferred Stock is One (1) share.
- 1.02. Rank.** Except as provided elsewhere in this Certificate, with respect to the payment of dividends and other distributions on the capital stock of the Company, including the distribution of the assets of the Company upon liquidation, the Series A Preferred Stock shall rank *pari passu* with the Common Stock and senior to all other series of preferred stock.

**SECTION 2 – DIVIDEND RIGHTS**

- 2.01. Dividends or Distributions.** The Series A Preferred Stock shall not be entitled to receive dividends or distributions.

**SECTION 3 – LIQUIDATION RIGHTS**

- 3.01. Liquidation Preference.** Upon any liquidation, or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), before any distribution or payment shall be made to any of the holders of Common stock or any other series of Preferred Stock, the holder of Series A Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital, surplus or earnings, an amount equal to \$1.00 per share of Series A Preferred Stock (the "Liquidation Amount") for each share of Series A Preferred Stock held by him.

### **3.02. Merger, Consolidation or Reorganization.**

For purposes of this Section 3, a Liquidation shall be deemed to be occasioned by or to include the merger, consolidation or reorganization of the Company into or with another entity through one or a series of related transaction, or the sale, transfer or lease of all substantially all all of the assets of the Company.

## **SECTION 4 – CONVERSION RIGHTS**

**4.01. Conversion.** The Series A Preferred Stock shall have no rights of conversion into shares of the Company's Common Stock.

## **SECTION 5 – VOTING RIGHTS**

### **5.01. General.**

(a) Except as provided by the Florida Business Corporation Act, as amended, and Section 5.01 (b), below, the holder of the Series A Preferred Stock shall vote together with the holders with the Company's Common Stock and any other series of preferred stock as a single class. The holder of the Series A Preferred Stock is entitled to 51% of all votes (including, but limited to, Common Stock and preferred stock (including on as "as converted" basis) entitled to vote at each meeting of stockholders of the Company (and written actions of stockholders in lieu of meetings) with respect to any all matters presented to the stockholders of the Company for their action or consideration. The Series A Preferred Stock shall not be divided into fractional shares.

(b) The Company, through its duly-elected officers or Board of Directors shall not take of the following actions without the prior written approval of the holder of the Series A Preferred Stock: (i) amend, alter or repeal the Certificate of Designations of the Series A Preferred Stock, (ii) acquire or dispose of real estate, (iii) rent or lease real estate, (iv) enter into any business transaction with a value in excess of US\$100,000, (v) appoint or dismiss any member of the Board of Directors, or (vi) designate any series of preferred stock or issue shares of any other series of preferred stock and designate any series of common stock.

(c) The holder of the Series A Preferred Stock may, at any time, (i) call a special meeting of stockholders of the Company with sixty (30) days written notice to all other stockholders of the Company, (ii) call a special meeting of the Board of Directors of the Company with not less than twenty-four (24) hours written notice or email to the members of the Board of Directors, or (iii) appoint one or more new Board Members and dismiss any Board Member at any Board Meeting.

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## SECTION 6 - REDEMPTION

**6.01. General.** The Company shall have no right of redemption of the Series A Preferred Stock without the written consent of all holders of the Series A Preferred Stock.

## SECTION 7 - MISCELLANEOUS

**7.01. Headings of Subdivisions.** The headings of the various Sections hereof are for convenience of reference only shall not affect the interpretation of any of the provisions hereof.

**7.02. Severability of Provisions.** If any right, preference or limitation of the Series A Preferred Stock set forth herein (as this resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

**7.03. Stock Transfer Taxes.** The Corporation shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of the share of Series A Preferred Stock or shares of Common Stock or other securities issued on account of Series A Preferred Stock pursuant hereto or certificates representing such shares or securities.

**7.04. Transfer Agent.** The Corporation may appoint, and from time to time discharge and/or replace, a transfer agent of the Series A Preferred Stock. Upon any such appointment or discharge of a transfer agent, the Corporation shall send notice thereof by first-class mail, postage prepaid, to the holder of record of Series A Preferred Stock.

**7.05. Transferability.** Subject to any transfer restriction agreements that may be entered into by the holder of Series A Preferred Stock, they shall be transferable by the holder, provided that such transfer is made in compliance with applicable federal and state securities laws.

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**ARTICLE V**

The corporation shall not commence business until at least US\$1,000.00 (one thousand dollars ) has been received by it as consideration for the issuance of shares.

**ARTICLE VI**

The principal place of business and the principal office of the corporation shall be at: 3505 NW 85<sup>th</sup> Avenue, Coral Springs, Florida 33065

The corporation shall register a branch in Malta, Europe and open a bank account in Malta. The President, Karl Heinz Kotowski, shall have sole power to open and manage the branch and the bank account in Malta.

**ARTICLE VII**

Provision for the regulation of the internal affairs of the corporation will contained in Bylaws as may be adopted by the Board of Directors.

**ARTICLE VIII**

The number of managing Directors shall not be less than one and no more than seven. The Directors constituting the initial Board shall be two and the name and address of the persons who shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

President and Director:

Karl Heinz Kotowski, 3505 NW 85<sup>th</sup> Avenue, Coral Springs, Florida 33065

Secretary and Treasurer and Director:

William Eric Ottens, 3505 NW 85<sup>th</sup> Avenue, Coral Springs, Florida 33065

**ARTICLE IX**

The Registered Agent in Florida is:

William Eric Ottens, 3505 NW 85<sup>th</sup> Avenue, Coral Springs, Florida 33065

**ARTICLE X**

The name and address of the initial incorporator is:

William Eric Ottens, 3505 NW 85<sup>th</sup> Avenue, Coral Springs, Florida 33065

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STATE OF FLORIDA  
CORPORATION DIVISION

**ARTICLE XI**

In accordance with respective resolutions, whether acting together or individually, the officers of the company are hereby authorized to do and perform any and all corporate acts as well as execute and seal any requisite documents or certificates.

*Having been named as registered agent to accept service of process for the above corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity,*

WE Ottens  
William Eric Ottens - Registered Agent

11-19-21  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of state constitutes a third-degree felony as provided for in s817.155, F.S.*

WE Ottens  
William Eric Ottens - Incorporator

11-19-21  
Date

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