

**ARTICLES OF INCORPORATION
OF
OXYFRESH WORLDWIDE, INC.**

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The undersigned, in order to form a corporation for the purposes herein ^{after stated, under and} pursuant to Title 30, Chapters 21 and 29 of the Idaho Code entitled the "^{Idaho Uniform Business} Organizations Code" and "Idaho Business Corporation Act" (collectively, the "Act"), does hereby certify and adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation formed hereunder (the "Corporation") is: Oxyfresh Worldwide, Inc.

ARTICLE II
Shares

The aggregate number of shares of stock which this Corporation shall have authority to issue is two hundred fifty million (250,000,000) shares consisting of twenty five million (25,000,000) shares of voting common stock and having a par value of \$0.001 per share, and two hundred twenty five million (225,000,000) shares of non-voting common stock and having a par value of \$0.001 per share.

ARTICLE III
No Pre-Emptive Rights; No Cumulative Voting

Shareholders of this Corporation shall not have pre-emptive rights to acquire the Corporations unissued shares. Cumulative voting will not apply to election of directors. In all elections for directors, each shareholder will have the right to cast votes for as many candidates as there are directors to be elected, and may cast as many votes as equal the number of voting shares owned by him or her in the Corporation for each candidate, either in person or by proxy.

ARTICLE IV
Registered Office; Registered Agent

The address of the initial registered office of the Corporation is 601 E. Front Avenue, Suite 402, Coeur D' Alene, Idaho, 83814. The initial registered agent for service of process shall be ~~the Corporation~~ ^{itself} at 601 E. Front Avenue, Suite 402, Coeur D' Alene, Idaho, 83814, attention Richard B. Brooke, its Chief Executive Officer.

ARTICLE V
Purpose

This Corporation is organized for the purpose of engaging in any business, trade or activity which may lawfully be conducted by a corporation organized under the Act, or any amendment thereto or substitute therefor, and to engage in any and all such activities as are incidental or conducive to the attainment of the ongoing purpose or purposes.

ARTICLE VI
Duration

This Corporation shall have perpetual existence.

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ARTICLE VII

Directors

The number of directors of this Corporation shall be determined in the manner provided by the bylaws and may be increased or decreased from time to time in the manner provided therein. The initial board of directors shall consist of three (3) directors, and the names and addresses of the persons who shall serve as directors until the annual meeting of shareholders, or until their successors are elected and qualified, are:

Richard B. Brooke
P.O. Box 630704
Lanai, HI 96763

Kimberley Brooke
P.O. Box 630704
Lanai, HI 96763

Rich Razgaitis
4008 Tejon Street
Denver, CO 80211

ARTICLE VIII

Bylaws

The board of directors shall have the power to adopt, amend or repeal the bylaws of this Corporation, subject to the power of the shareholders to amend or repeal such bylaws. The shareholders shall also have the power to amend or repeal the bylaws of this Corporation and adopt new bylaws.

ARTICLE IX

Amendments to Articles of Incorporation

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

ARTICLE X

Indemnification and Limitation of Liability

This Corporation shall indemnify and hold harmless each individual who is or was serving as a director or officer of this Corporation, and shall make advances of reasonable expenses with respect to such proceeding, as provided in the Corporation's bylaws and to the fullest extent permitted by the Act; provided that no such indemnity shall indemnify any director or officer from or on account of: (i) acts or omissions of the director or officer finally adjudged to be intentional misconduct or a knowing violation of law; (ii) conduct of the director or officer finally adjudged to be in violation of the Act; or (iii) any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property, or services to which the director or officer was not legally entitled.

This Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of this Corporation or, who, while a director, officer, employee, or agent of this Corporation, is or was serving at the request of this Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent.

If, after the effective date hereof, the Act is amended to authorize further indemnification of directors or officers, then directors and officers of this Corporation shall be indemnified to the fullest extent permitted by the Act.

To the extent permitted by law, the rights to indemnification and advance of reasonable expenses conferred herein shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise. The right to indemnification conferred herein shall be a contract right upon which each director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this provision shall not adversely affect any right or protection of a director or officer of this Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. If any provision hereof, or any application thereof, shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Article X, and the application of such provisions to individuals or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected thereby.

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, a director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Article X shall not adversely affect a director of this Corporation with respect to any conduct of such director occurring prior to such amendment or repeal.

ARTICLE XI **Incorporator**

The name and business address of the incorporator is as follows: Richard B. Brooke, 601 E. Front Avenue, Suite 402, Coeur D' Alene, Idaho, 83814.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has hereunto signed these Articles of Incorporation as of April 11, 2023.

DocuSigned by:

Richard Brooke

Richard B. Brooke

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STATEMENT OF DOMESTICATION
converting
OXYFRESH WORLDWIDE, INC., a Washington corporation
into
OXYFRESH WORLDWIDE, INC., an Idaho corporation

I.

Oxyfresh Worldwide, Inc., a Washington corporation ("**Company**") is a corporation that is duly organized, validly existing, and in good standing under the Washington Business Corporation Act, RCW 23B ("**Washington Act**") and the laws of the State of Washington. In accordance with IC 30-22-505, a statement of domestication must be signed by the domesticating entity and delivered to the Idaho Secretary of State for filing.

II.

The shareholders of Company have duly approved to convert Company to an Idaho corporation ("**Conversion**") pursuant to a Plan of Conversion as authorized under the Washington Act. The converted Idaho corporation ("**Surviving Entity**") will be organized under the laws of the State of Idaho including the Idaho Business Corporation Act.

III.

Surviving Entity will operate under the name of Oxyfresh Worldwide, Inc. The mailing and street address of the Surviving Entity's principal office will be 601 E. Front Avenue, Suite 402, Coeur D' Alene, Idaho, 83814. The registered agent for service of process on Surviving Entity will be the Company itself.

IV.

All holders of interests in Surviving Entity will be bound by the terms of the public organic record of Surviving Entity, including the Articles of Incorporation, attached hereto as "**Exhibit A.**"

V.

The Conversion and Statement of Domestication shall be effective on the date the Articles of Incorporation are accepted for filing by the Idaho Secretary of State ("**Effective Date**").

Oxyfresh Worldwide, Inc.

By:

DocuSigned by:

Richard Brooke

Richard Brooke, its Chief Executive Officer

“Exhibit A”

Public Organic Record

[Articles of Incorporation Follow; Balance of Page Intentionally Blank]