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# Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

BlockFrame, Inc.

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the corporation's initial principal office is

Street address: 6215 Corporate Dr, Ste 101
*(Street number and name)*

Colorado Springs (City) CO (State) 80919 (ZIP/Postal Code)
(Province – if applicable) United States (Country)

Mailing address
(leave blank if same as street address)
*(Street number and name or Post Office Box information)*

(City) (State) (ZIP/Postal Code)
(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name
(if an individual) Rossi (Last) Tony (First) (Middle) (Suffix)

or

(if an entity)
*(Caution: Do not provide both an individual and an entity name.)*

Street address: 6215 Corporate Dr, Ste 101
*(Street number and name)*

Colorado Springs (City) CO (State) 80919 (ZIP/Postal Code)

Mailing address
(leave blank if same as street address)
*(Street number and name or Post Office Box information)*

(City) CO (State) (ZIP/Postal Code)

*(The following statement is adopted by marking the box.)*

☑ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Rossi (*Last*) Tony (*First*) _____ (*Middle*) _____ (*Suffix*)

or

(if an entity) _____

*(Caution: Do not provide both an individual and an entity name.)*

Mailing address 6215 Corporate Dr, Ste 101
*(Street number and name or Post Office Box information)*

_____

Colorado Springs (*City*) CO (*State*) 80919 (*ZIP/Postal Code*)

_____ (*Province – if applicable*) United States (*Country*).

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

○ The corporation is authorized to issue _____ common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

◉ Information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

6. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

☑ This document contains additional information as provided by law.

7. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

*(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)*

The delayed effective date and, if applicable, time of this document is/are _____.
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Rossi (*Last*) Tony (*First*) _____ (*Middle*) _____ (*Suffix*)

6215 Corporate Dr, Ste 101
*(Street number and name or Post Office Box information)*

_____

Colorado Springs (*City*) CO (*State*) 80919 (*ZIP/Postal Code*)

_____ (*Province – if applicable*) United States (*Country*).

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

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**Attachment to Articles of Incorporation of BlockFrame, Inc.**

1. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows:

1.1 The corporation's common stock shall consist of two classes of shares, namely (i) Class "A" shares of common stock that grant to the holder the right to elect members of the Board of Directors and to vote on decisions affecting the business and affairs of the corporation submitted to the shareholders for approval from time to time, and (ii) Class "B" shares of common stock that do not grant to the holder the right to elect members of the Board of Directors or to vote on decisions affecting the business and affairs of the corporation that are submitted to the shareholders from time to time. Except for the voting and non-voting distinction described above, the holders of Class "A" voting shares and Class "B" non-voting shares shall have identical rights and preferences.

1.2 Each outstanding Class "A" share shall be entitled to one (1) vote, and each fractional Class "A" share, if any, shall be entitled to a corresponding fractional vote, on each matter submitted to a vote of the Class "A" shareholders. Upon the demand of any Class "A" shareholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote, except as otherwise provided by these Articles of Incorporation, the laws of the State of Colorado, or the By-laws of the corporation.

1.3 The corporation is authorized to issue 650,000 shares of Class "A" stock.

1.4 The corporation is authorized to issue 350,000 shares of Class "B" stock.

1.5 The corporation by action of its Board of Directors may, but shall not be obliged to, (i) issue a certificate for a fractional share, (ii) pay in cash the value, as determined by the Board of Directors, of fractions of a share, or (iii) by action the Board of Directors, may issue in lieu of a certificate for a fractional share scrip in registered or bearer form which shall entitle the holder to receive a certificate for a full share on the surrender of such scrip aggregating a full share. As used herein, "scrip" shall mean a temporary certificate issued for exchange later into a certificate for shares of the corporation. A certificate for a fractional share shall, but scrip shall not, unless otherwise provided, entitle the holder to exercise voting rights, to receive dividends, and to participate in any of the assets of the corporation in the event of liquidation. The Board of Directors may cause the scrip to be issued subject to the condition that it shall become void if not exchanged for certificates representing full shares before a specified date, or subject to the condition that the shares for which the scrip is exchangeable may be sold by the corporation and the proceeds distributed to the holders of the scrip, or subject to any other conditions which the Board of Directors may deem advisable.

1.6 Pursuant to C.R.S. §7-114-102, the corporation may be dissolved by the affirmative vote of a simple majority of the Class "A" shares then issued and outstanding.

1.8 The foregoing information regarding shares authorized by the corporation is provided herein pursuant to C.R.S. §7-106-101.

**Second Amendment**
**to the Articles of Amendment to the Articles of Incorporation of BlockFrame, Inc. dated 05/30/2017 03:12 PM**

The following changes have been made following the BOD action on April 7, 2023, as follows:

1.2 Paragraph 1.2 is hereby rescinded in its entirety and replaced by the following: “Each outstanding Class “A” share shall be entitled to one thousand (1000) votes, and each fractional Class “A” share, if any, shall be entitled to a corresponding fractional vote, on each matter submitted to a vote of the Class “A” shareholders. Each vote by a Shareholder of Class B stock shall count as one (1) vote on each matter allowed for voting of Class “B” shareholders. Upon the demand of any Class “A” shareholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote, except as otherwise provided by these Articles of Incorporation, the laws of the State of Colorado, or the By-laws of the corporation."

1.3 Paragraph 1.3 is hereby rescinded in its entirety and replaced by the following: “The corporation is authorized to issue twenty-six million (26,000,000) shares of Class “A” stock. of which the active issued Class “A” stock is twenty-six million (26,000,000) shares.”

1.4 Paragraph 1.4 is hereby rescinded in its entirety and replaced by the following: “The corporation is authorized to issue up to seventy-four million (74,000,000) shares of Class “B” stock, of which the active issued Class “B” stock is twenty-four million (24,000,000) shares.”

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**Articles of Amendment**

filed pursuant to §7-90-301, et seq. and §7-110-106 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

   ID number 20171315258
   *(Colorado Secretary of State ID number)*

   Entity name BlockFrame, Inc.

2. The new entity name (if applicable) is _____.

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*
   ☒ This document contains additional amendments or other information.

4. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

5. *(**Caution**: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

   *(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)*

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   _____ (*Province – if applicable*) United States (*Country – if not US*)

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**Third Amendment**
**to the Second Amendment to the Articles of Incorporation of BlockFrame, Inc., dated 05/30/2017 03:12 PM**

The following changes have been made pursuant to the BlockFrame, Inc., BOD action on September 27, 2024, as follows:

1.4. Paragraph 1.4 is hereby rescinded in its entirety, and replaced by the following: “The corporation is authorized to issue up to seventy-four million (74,000,000) shares of Class “B” stock, of which the active issued Class “B” stock is twenty-eight million (28,000,000) shares.”

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**Amended and Restated Articles of Incorporation**

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

   ID number 20171315258
   *(Colorado Secretary of State ID number)*

   Entity name BlockFrame, Inc.

2. The new entity name (if applicable) is _____.

3. The amended and restated constituent filed document is attached.

4. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

5. *(**Caution**: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

   *(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)*

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   _____ (*Province – if applicable*) United States (*Country – if not US*)

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# Fourth Amendment
# to the Third Amendment to the Articles of Incorporation of BlockFrame, Inc., dated 05/30/2017 03:12 PM

The following changes have been made pursuant to the BlockFrame, Inc., BOD action on October 31, 2024, as follows:

> 1.1. Paragraph 1.1 is hereby rescinded in its entirety, and replaced by the following: "1.1 The corporation's common stock shall consist of two classes of shares, namely (i) Class "A" shares of common stock that grant to the holder the right to elect members of the Board of Directors and to vote on decisions affecting the business and affairs of the corporation submitted to the shareholders for approval from time to time, and (ii) Class "B" shares of common stock that do not grant to the holder the right to elect members of the Board of Directors but do grant to the holder the right to vote on decisions affecting the business and affairs of the corporation that are submitted to the shareholders from time to time."