

CERTIFICATE OF INCORPORATION

OF

NICO VENTURES, INC.

ARTICLE I NAME OF THE CORPORATION

The name of the corporation is Nico Ventures, Inc. (the "**Corporation**").

ARTICLE II REGISTERED AGENT

The address of the registered office of the Corporation in the State of Delaware is 900 Foulk Road, Suite 201, County of New Castle, Wilmington, DE 19803. The name of the registered agent of the Corporation at such address is Corporations & Companies, Inc.

ARTICLE III BUSINESS PURPOSE

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "**DGCL**").

ARTICLE IV CAPITAL STOCK

Section 4.01 Authorized Classes of Stock. The total number of shares of stock of all classes of capital stock that the Corporation is authorized to issue is 105,000,000, of which 100,000,000 shares shall be shares of common stock having a par value of \$.001 per share ("**Common Stock**") and 5,000,000 shares shall be shares of preferred stock having a par value of \$.001 per share ("**Preferred Stock**").

Section 4.02 Common Stock. Except as otherwise required by law, as provided in this Certificate of Incorporation, and as otherwise provided in the resolution or resolutions, if any, adopted by the board of directors of the Corporation (the "**Board of Directors**") with respect to any series of the Preferred Stock, the holders of the Common Stock shall exclusively possess all voting power. Each holder of shares of Common Stock shall be entitled to one vote for each share held by such holder. Subject to the rights of holders of any series of outstanding Preferred Stock, holders of shares of Common Stock shall have equal rights of participation in the dividends and other distributions in cash, stock, or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall have equal rights to receive the assets and funds

of the Corporation available for distribution to stockholders in the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary.

Section 4.03 Preferred Stock. The Board of Directors is hereby authorized to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions thereof, of the shares of such series, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors.

ARTICLE V INCORPORATOR/INITIAL BOARD OF DIRECTORS

Section 5.01 The name and mailing address of the incorporator of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Sam Anthony	1631 SW Pineland Way Palm City, Florida 34990

Section 5.02 The powers of the incorporator of the Corporation terminate on the filing of this Certificate of Incorporation with the Secretary of State.

Section 5.03 The name and mailing address of the initial director is:

<u>Name</u>	<u>Mailing Address</u>
Sam Anthony	1631 SW Pineland Way Palm City, Florida 34990

ARTICLE VI BOARD OF DIRECTORS

Section 6.01 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 6.02 Number. Subject to any rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors of the Corporation which shall constitute the entire Board of Directors be the number of directors as fixed from time to time in accordance with the by-laws of the Corporation (the "**By-Laws**").

Section 6.03 Newly Created Directorships and Vacancies. Except as otherwise required by law and subject to any rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring in the Board of Directors, shall be filled solely by the affirmative votes of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining director. A director so elected shall be elected to hold office until the earlier of the expiration of the term of

office of the director whom he or she has replaced, a successor is duly elected and qualified, or the earlier of such director's death, resignation, or removal.

Section 6.04 Written Ballot. Unless and except to the extent that the By-Laws shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VII LIMITATION OF LIABILITY; INDEMNIFICATION

Section 7.01 Limitation of Liability. To the fullest extent permitted by the DGCL as it presently exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of, or repeal of this Section 6.01 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Section 7.02 Indemnification. The corporation shall indemnify to the fullest extent permitted by law as it presently exists or may hereafter be amended any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that he, his testator, or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Any amendment, repeal, or modification of this Section 6.02 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII STOCKHOLDER ACTION

Section 8.01 Special Meetings of Stockholders. Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock, special meetings of the stockholders of the Corporation shall be called only by: (i) the Board of Directors or the Chair of the Board of Directors; or (ii) the Chief Executive Officer or the President of the Corporation; or (iii) the Secretary of the Corporation, following receipt of one or more written demands to call a special meeting of the stockholders from stockholders of record who own, in the aggregate, at least 20% of the voting power of the outstanding shares of the Corporation then entitled to vote on the matter or matters to be brought before the proposed special meeting that complies with the procedures for calling a special meeting of the stockholders as may be set forth in the By-Laws.

**ARTICLE IX
BY-LAWS**

Section 9.01 Board of Directors. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized and empowered to adopt, amend, alter, or repeal the By-Laws without any action on the part of the stockholders.

Section 9.02 Stockholders. The stockholders shall also have the power to adopt, amend, alter, or repeal the By-Laws.

**ARTICLE X
SECTION 203 OF THE DGCL OPT-OUT**

The corporation shall not be governed or subject to Section 203 of the DGCL.

**ARTICLE XI
AMENDMENTS**

The Corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 5th day of January, 2024.

Incorporator

By _____ 

Name: Sam Anthony