

ARTICLES OF INCORPORATION

NON-PROFIT CORPORATION

ENTITY INFORMATION

ENTITY NAME: ENGINEERING SOCIETY OF SYSTEMS SCHOLARS
ENTITY ID: 23872086
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE: 08/26/2025
CHARACTER OF BUSINESS: Other - educational and scientific
CORPORATION WILL HAVE MEMBERS: YES
CORPORATION WILL NOT HAVE MEMBERS: NO

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: CLG SERVICES LLC
PHYSICAL ADDRESS: 2307 S RURAL RD , TEMPE, AZ 85282
MAILING ADDRESS:

KNOWN PLACE OF BUSINESS

2307 S Rural Rd, TEMPE, AZ 85282

PRINCIPAL INFORMATION

Director: Paul Grogan - 2307 S Rural Rd, TEMPE, AZ, 85282, USA - - Date of Taking Office:
Director: Zoe Szajnfarder - 2307 S Rural Rd, TEMPE, AZ, 85282, USA - - Date of Taking Office:
Incorporator: Paul Grogan - 2307 S Rural Rd, TEMPE, AZ, 85282, USA - - Date of Taking Office:
Incorporator: Zoe Szajnfarder - 2307 S Rural Rd, TEMPE, AZ, 85282, USA - - Date of Taking Office:

CERTIFICATE OF DISCLOSURE

FELONY JUDGEMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate? NO

Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate? NO

Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: NO

The violation of fraud or registration provisions of the securities laws of that jurisdiction;
The violation of the consumer fraud laws of that jurisdiction;

The violation of the antitrust or restraint of trade laws of that jurisdiction?

BANKRUPTCY QUESTION:

Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in *any other corporation* (not the one filing this Certificate) on the bankruptcy or receivership *of the other corporation*? NO

SIGNATURE

Incorporator: Paul Grogan - 08/26/2025

Incorporator: Zoe Szajnfarder - 08/26/2025

ARTICLES OF INCORPORATION
OF
ENGINEERING SOCIETY OF SYSTEMS SCHOLARS

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act (“ANCA”), Arizona Revised Statutes §§ 10-3101 through 10-11702, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is “Engineering Society of Systems Scholars”. The corporation is hereafter referred to as the “Corporation”.

ARTICLE II
PURPOSE AND CHARACTER OF AFFAIRS

The Corporation is organized and shall be operated exclusively for educational and scientific purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but not be limited to, providing a forum for systems scholars to share knowledge and advance engineering education, research, and practice. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualified organizations. In these Articles, the term “I.R.C.” means the Internal Revenue Code of 1986 and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III
ACTIVITIES AND RESTRICTIONS

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a corporation contribution to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV MEMBERS

The Corporation shall have one or more classes of members whose respective qualifications, rights, and method of acceptance shall be as specified in the Bylaws.

ARTICLE V BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time but shall not be less than the number of directors required by the ANCA which at the time of execution of these Articles is one (1). The number of directors constituting the initial Board shall be two (2). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The directors constituting the initial Board of Directors are:

Paul Grogan
2307 S Rural Rd
Tempe, Arizona 85282

Zoe Szajnfarder
2307 S Rural Rd
Tempe, Arizona 85282

ARTICLE VI INCORPORATORS

The names and addresses of the incorporators are:

Paul Grogan
2307 S Rural Rd
Tempe, Arizona 85282

Zoe Szajnfarder
2307 S Rural Rd
Tempe, Arizona 85282

ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended by the directors of the Corporation by vote of a super-majority (66%) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the Corporation's original purposes.

ARTICLE VIII DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purposes as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

ARTICLE IX PRINCIPAL OFFICE; STATUTORY AGENT ADDRESS; STATUTORY AGENT

The mailing and street address of both the principal office and the statutory agent office is 2307 S Rural Rd, Tempe, AZ 85282. The statutory agent at such address is CLG Services LLC.

ARTICLE X DIRECTOR LIABILITY

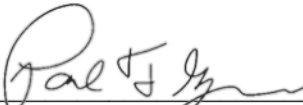
To the fullest extent permitted by law as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE XI INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by law, indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or Proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized

agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, law, or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

Dated: 08/25/2025.



Paul Grogan, Incorporator



Zoe Szajnfarber, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
OF
ENGINEERING SOCIETY OF SYSTEMS SCHOLARS

The undersigned hereby consents to serve as Registered Agent, in the State of Arizona for Engineering Society of Systems Scholars. The undersigned understands that as agent for said corporation, it will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Corporation Commission in the event of its resignation, or of any changes in the registered office address of Engineering Society of Systems Scholars.

DATED: 08/25/2025.

CLG SERVICES LLC



By: Ellis M. Carter
Its: Manager