DOC ID ----> 202308802858

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
03/29/2023	202308802858	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	99.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

TELOS LEGAL CORP.
510 W 6TH STREET STE 320
LOS ANGELES, CA 90014

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

5025803

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MORGEN TECHNOLOGY, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
FOREIGN FOR PROFIT CORPORATION - LICENSE	**202308802858**

Effective Date: 03/29/2023

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of March, A.D. 2023.

Ohio Secretary of State

DOC ID ----> 202308802858

Form 530A Prescribed by:

Frank LaRose
Ohio Secretary of State

Date Electronically Filed: 3/29/2023

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Foreign For-Profit Corporation Application For License

Filing Fee: $99

(151-FLF)

Form Must Be Typed

This application is made to procure a: ☉ Permanent License ☐ Temporary License (valid for six months)

Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)

Name of Corporation: MORGEN TECHNOLOGY, INC.

(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio (Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)

Under the Laws of the Jurisdiction of (Jurisdiction of Formation): DE (State) USA (Country)

Date of Incorporation in Jurisdiction of Formation: 3/9/2023 (Date of Incorporation)

The location of the principal office is:

100 PARK PLACE, 2ND FLOOR
Mailing Address

CHAGRIN FALLS (City) | OH (State) | USA (Country) | 44022 (ZIP Code)

If the principal office is located outside Ohio, provide a location in Ohio, if one exists.

Mailing Address

City | State | ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

Technology Company.

Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

TELOS LEGAL CORP.
Agent Name

145 BAKER ST.
Mailing Address

MARION | OH | 43302
City | State | ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

A. an agent is not appointed, or
B. an agent is appointed but the authority of that agent has been revoked, or
C. the agent cannot be found or served after the exercise of reasonable diligence.

Pursuant to Ohio Revised Code 1703.29(A), a foreign corporation may be required to pay an additional $250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see the Ohio Revised Code or Instructions for more information**.**

☉ No, the corporation is not filing for this purpose and an additional fee is not included.

☐ Yes, the application is being filed for this purpose and the additional $250 fee is included with the filing fee.

If yes then:
Pursuant to Ohio Revised Code 1703.29 (B), a foreign corporation that began transacting business in Ohio **prior to 2009** without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

Did the corporation begin transacting business in Ohio prior to 2009 without obtaining a license?

☐ Yes, the Certificate of Tax Clearance from the tax commissioner is attached.

☐ No, the corporation began transacting business in 2009 or later, therefore, a Certificate of Tax Clearance is not required.

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGEN TECHNOLOGY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MARCH, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MORGEN TECHNOLOGY, INC." WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.

Jeffrey W. Bullock, Secretary of State

7340430 8300

SR# 20231199780

Authentication: 203030657

Date: 03-29-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

Michael Smith
Name of Officer

, being first duly sworn, deposes and says that he/she is the

President
Officer Title

of

Morgen Technology, Inc.
Corporation

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.

Name: Michael O Smith

Signature:

State of: OHIO

County of: CUYAHOGA

Sworn to or affirmed and subscribed before me by: MICHAEL O. SMITH
Name of person making oath or affirmation

on this date: 03/29/2023
Today's Date (MM/DD/YYYY)

NOTARY SEAL

JASON MALAFARINA
Notary Public, State of Ohio
My Commission Expires
May 15, 2024

Notary Public's Signature

05/15/2024
Expiration Date of Notary's Commission (MM/DD/YYYY)