

CERTIFICATE OF DISCLOSURE

ENTITY INFORMATION

ENTITY NAME: Mashiyu Foundation USA
ENTITY ID: 23875717
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE/TIME: 10/06/2025

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

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

Incorporator: Christopher Fernandes - 10/06/2025

ARTICLES OF INCORPORATION

MASHIYU FOUNDATION USA

(An Arizona Nonprofit Corporation)

ARTICLE I - NAME

The name of this corporation is **Mashiyu Foundation USA**.

ARTICLE II – KNOWN PLACE OF BUSINESS

The original known place of business of the corporation in the state of Arizona shall be:

13802 N Scottsdale Rd, Ste 151-10
Scottsdale, AZ 85254

The corporation may designate any other known place of business inside or outside the state of Arizona.

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved in accordance with law.

ARTICLE IV - PURPOSES AND POWERS

Section 3.1 - Primary Purpose

This corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

Section 3.2 - Specific Charitable Purposes

The specific purposes for which this corporation is organized are to:

(a) Educational Advancement in Emerging Technologies Provide education, training, and public awareness regarding blockchain technology, decentralized systems, digital identity frameworks, and Web3 gaming infrastructure to promote technological literacy and innovation in the public interest.

(b) Cultural Heritage Preservation and Cross-Cultural Education Preserve, document, and educate the public about Japanese cultural heritage, historical traditions, philosophical frameworks, and societal values that have shaped Japanese civilization, including but not limited to concepts of honor, integrity, community responsibility, aesthetic principles, and social harmony, while facilitating respectful cross-cultural understanding and appreciation of Japan's rich historical fabric in contemporary digital contexts.

(c) Scientific Research and Development Support Support and conduct scientific research in the fields of cryptography, decentralized identity systems, blockchain interoperability, and gaming technology infrastructure that advances knowledge for the benefit of the public.

(d) Community Development and Digital Literacy Develop and support educational programs that increase digital literacy, promote ethical technology use, and build communities around principles of honor, authenticity, and collaborative innovation.

(e) Grant Making and Charitable Support Provide grants, funding, and other support to qualified organizations, educational institutions, researchers, and projects that advance the corporation's charitable purposes and benefit the public interest.

Section 3.3 - Operational Methods

To accomplish these purposes, the corporation may:

(a) Conduct and sponsor educational workshops, seminars, conferences, and training programs related to blockchain technology, digital identity, and cultural preservation.

(b) Create and distribute educational materials, research publications, and digital resources that promote understanding of emerging technologies and cultural values.

(c) Establish and maintain collaborative relationships with educational institutions, research organizations, cultural institutions, and other charitable entities.

(d) Provide grants and financial support to qualified charitable organizations, educational institutions, and research projects that align with the corporation's purposes.

(e) Engage in advocacy and public policy education regarding the beneficial applications of blockchain technology and the importance of cultural preservation in digital contexts.

(f) Coordinate and collaborate with international charitable organizations that share similar purposes, including but not limited to the Mashiyo Foundation established under Swiss law.

Section 3.4 - Powers

Subject to the limitations and restrictions contained in these Articles and in the Arizona Nonprofit Corporation Act, the corporation shall have all powers granted to nonprofit corporations under Arizona law, including but not limited to the power to receive, hold, invest, and distribute funds and property for its charitable purposes.

ARTICLE V - LIMITATIONS ON ACTIVITIES

Section 4.1 - 501(c)(3) Compliance

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted under Section 501(c)(3) of the Internal Revenue Code and regulations thereunder.

(c) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.2 - Private Inurement and Intermediate Sanctions

The corporation shall not engage in any activities or transactions that would result in private inurement or confer impermissible private benefit, and shall comply with all intermediate sanctions provisions applicable to Section 501(c)(3) organizations.

ARTICLE VI - MEMBERSHIP

This corporation shall have no members within the meaning of the Arizona Nonprofit Corporation Act. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by a majority of the directors then in office.

ARTICLE VII - DIRECTORS

Section 6.1 - Initial Director and Authority

The initial number of directors shall be one (1). The name and address of the initial director is:

Christopher Fernandes
13802 N Scottsdale Rd, Ste 151-10
Scottsdale, Arizona 85254

Section 6.2 - Director Powers and Governance

The activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may adopt bylaws for the corporation and may amend or repeal such bylaws.

Section 6.3 - Number and Term of Directors

The authorized number of directors may be fixed or changed by amendment to the bylaws. Directors shall serve until their successors are elected and qualified, subject to earlier death, resignation, or removal.

ARTICLE VIII - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

Fernandes Holdings LLC
13802 N Scottsdale Rd, Ste 151-10
Scottsdale, Arizona 85254

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Christopher Fernandes
13802 N Scottsdale Rd, Ste 151-10
Scottsdale, Arizona 85254

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against him or her in any such capacity.

ARTICLE XI - DISSOLUTION

Section 10.1 - Asset Distribution Upon Dissolution

Upon dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, all remaining assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 10.2 - Court Determination

If the Board of Directors is unable to make a determination regarding distribution of assets upon dissolution, such distribution shall be made by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Arizona Nonprofit Corporation Act, provided that no amendment shall be made that would cause the corporation to lose its qualification as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing with the Arizona Corporation Commission.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 2nd day of September, 2025.

INCORPORATOR:

Christopher Fernandes

Christopher Fernandes