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DEC 29 2016

FILE NO.

2148164-1

## ARTICLES OF INCORPORATION

OF

**FLAG PATEL GROUP, INC.**  
An Arizona Business Corporation

ARTICLE I. Name The name of the corporation is **FLAG PATEL GROUP, INC.**

ARTICLE II. Purpose The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as amended from time to time.

ARTICLE III. Initial Business The corporation intends to conduct the initial business of consulting services.

ARTICLE IV. Authorized Capital The corporation shall have authority to issue one million (1,000,000) shares of common stock, with no par value.

ARTICLE V. Known Place of Business (In Arizona) The street address of known place of business of the Corporation is:

6164 E. Abineau Canyon Dr.  
Flagstaff, AZ 86004

located in the county of: Coconino

ARTICLE VI. Statutory Agent The name and address of the initial statutory agent of the corporation is:

Tom Shannon  
1568 N. Wakonda St.  
Flagstaff, AZ 86004

ARTICLE VII. Board of Directors The initial Board of Directors shall consist of one or more directors. The person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Kunal Patel  
519 E. David Dr.  
Flagstaff, AZ 86001

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE VIII. Incorporators The incorporators of the corporation are:

Chandramauli Patel  
6164 E. Abineau Canyon Dr.  
Flagstaff, AZ 86004

Karan Patel  
6164 E. Abineau Canyon Dr.  
Flagstaff, AZ 86004

Kunal Patel  
519 E. David Dr.  
Flagstaff, AZ 86001

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE IX. Indemnification of Officers, Directors, Employees and Agents The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE X. Limitation of Liability. To the fullest extent permitted by the Arizona Revised Statutes as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the Corporation or its shareholders 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 omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 28<sup>th</sup> day of December, 2016 by all of the incorporators:

  
Chandramauli Patel, Incorporator

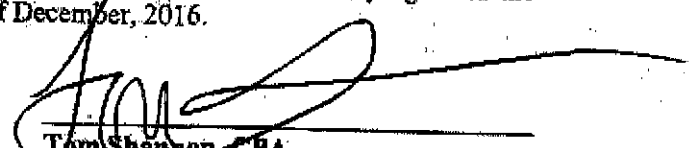
  
Karan Patel, Incorporator

  
Kunal Patel, Incorporator

Phone (928) 527-3700  
Fax (928) 527-3717

**Acceptance of Appointment by Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named Corporation effective this 28<sup>th</sup> day of December, 2016.

  
Tom Shannon, CPA  
1568 N. Wakonda St.  
Flagstaff, AZ 86004

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**CERTIFICATE OF DISCLOSURE***Read the Instructions C003i*

1. **ENTITY NAME** - give the exact name of the corporation in Arizona:

Flag Patel Group, Inc.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)  
☐ Annual (credit unions and loan companies only)  
☐ Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

**4. FELONY/JUDGMENT 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 per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	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 five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

**5. BANKRUPTCY QUESTION:**

**5.1** 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**?

☐ Yes☒ No

**5.2** If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a **SUPPLEMENTAL** Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

**SIGNATURE REQUIREMENTS:**

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

**Chandramauli Patel**

Name

**6164 E. Abineau Canyon Dr.**

Address 1

Address 2

**Flagstaff** **AZ** **86004**

City

**UNITED STATES** ☒

State

Zip

Country

**SIGNATURE - see Instructions C003i:**

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.

☒ I ACCEPT

Signature

**Chandramauli Patel**

Printed Name

**12/29/16**

Date

**REQUIRED - check only one:**

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

**Karan Patel**

Name

**6164 E. Abineau Canyon Dr.**

Address 1

Address 2

**Flagstaff** **AZ** **86004**

City

**UNITED STATES** ☒

State

Zip

Country

**SIGNATURE - see Instructions C003i:**

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.

☒ I ACCEPT

Signature

**Karan Patel**

Printed Name

**12/29/16**

Date

**REQUIRED - check only one:**

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mall: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5810.

C003.001  
Rev. 2016Arizona Corporation Commission - Corporations Division  
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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

## INCORPORATOR ATTACHMENT

**1. ENTITY NAME** as listed on the Articles of Incorporation:

Flag Patel Group, Inc.

**2. INCORPORATORS** - List the name and address, and provide the signature, of additional INCORPORATORS of the corporation. If more space is needed, use another Incorporator Attachment form C084.

Kunal Patel

Name

519 E. David Dr.

Address 1

Address 2 (optional)

Flagstaff

AZ

86001

City

UNITED STATES

State

Zip

Country

**SIGNATURE:** see Instructions C010 or C011:

By 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.

☒ I ACCEPT

Signature

Kunal Patel

Printed Name

12/29/16

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name

Address 1

Address 2 (optional)

City

State

Zip

Country

**SIGNATURE:** see Instructions C010 or C011:

By 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.

☐ I ACCEPT

Signature

Printed Name

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is: