

When Filed Return To:

Mark E. House, Esq.
Becker & House, PLLC
7025 East Greenway Parkway, Suite 800
Scottsdale, AZ 85254
staff@beckerandhouse.com
Fax: 480-240-4021

**ARTICLES OF INCORPORATION
OF
MIFIT INVESTMENTS, INC.**

(an Arizona Business Corporation)

ARTICLE I

Name of the Corporation

The name of the corporation is MIFIT Investments, INC. (the "Corporation").

ARTICLE II

Purpose

The purpose for which the 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 they may be amended from time to time.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Arizona, and the purposes set forth herein, it is expressly provided that the Corporation shall also have the power to do any and all things, directly or indirectly, necessary, suitable, convenient or proper for, or in connection with, or incidental to the accomplishment of any one or more of the purposes enumerated herein, or to promote the interests of the Corporation, and in general to do any and all things and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or to exercise under the laws of the State of Arizona that may now or hereafter become applicable to the Corporation.

ARTICLE III

Initial Business to be Conducted

The Corporation initially intends to conduct the business of consolidated investing for the preservation of assets for cryopreserved individuals.

ARTICLE IV

Authorized Capital

The Corporation shall have the authority to issue one million (1,000,000) shares of voting common stock without par value. Said voting common stock may be issued for such consideration as determined from time to time by the Board of Directors, and said consideration shall be paid in cash.

ARTICLE V

Known Place of Business

The street address of the known place of business of the Corporation is 7025 East Greenway Parkway, Suite 800, Scottsdale, Arizona 85254.

ARTICLE VI

Statutory Agent

The name and address of the statutory agent of the Corporation is Mark E. House, Esq., Becker & House, PLLC, 7025 East Greenway Parkway, Suite 800, Scottsdale, Arizona 85254.

ARTICLE VII

Board of Directors

The initial Board of Directors shall consist of five directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of the Shareholders or until his or her successor is elected and qualifies are:

Mark E. House
7025 E. Greenway Pkwy
Suite 800
Scottsdale, Arizona 85254

Linda Chamberlain
7895 E. Acoma Dr
Suite 110
Scottsdale, Arizona 85260

Justin L. Cairns
17015 N. Scottsdale Rd
Suite 250
Scottsdale, Arizona 85255

Marji Klima
7895 E. Acoma Dr
Suite 110
Scottsdale, Arizona 85260

Cheri L. Murray
7025 E. Greenway Pkwy
Suite 800
Scottsdale, Arizona 85254

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

ARTICLE VIII

Officers

The names and addresses of the initial officers of the Corporation, who shall serve at the direction of the Board of Directors are:

Mark E. House, President
7025 East Greenway Parkway
Suite 800
Scottsdale, Arizona 85254

Justin Cairns, Vice President
17015 N. Scottsdale Rd
Suite 250
Scottsdale, Arizona 85255

Linda Chamberlain, Secretary
7895 E. Acoma Dr
Suite 110
Scottsdale, Arizona 85260

ARTICLE IX

Incorporators

The name and address of the incorporator is:

Mark E. House
7025 East Greenway Parkway
Suite 800
Scottsdale, Arizona 85254

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

ARTICLE X

Indemnification of Officers, Directors, Employees and Agents

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact that 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 XI

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 the 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.

ARTICLE XII

Fiduciary Duty

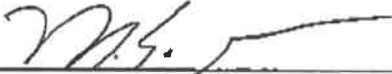
All shareholders of the Corporation owe one another a duty to act in an honest, fair and reasonable manner in the operation of the Corporation and in their relations toward each other involving the Corporation. The shareholders shall honor the reasonable expectations which they share as those expectations exist at the inception of this Corporation and which develop during the course of the shareholders' relationship with the Corporation and with each other.

ARTICLE XIII

Exemption of Private Property

The private property of the incorporators, directors, officers and shareholders of the Corporation shall be forever exempt from its corporate debts, obligations and liabilities.

EXECUTED this 29th day of April 2019.



Mark E. House, Incorporator

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

MARK E. HOUSE hereby acknowledges and accepts the appointment as statutory agent of MIFIT INVESTMENTS, INC., and agrees to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes, effective this 29th day of April 2019.



Mark E. House

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

MIFIT INVESTMENTS, INC
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

- 1. 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 execution of this Certificate?
- 2. Been 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 execution of this Certificate?
- 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- 1. Full name, prior name(s) and aliases, if used.
- 2. Full birth name.
- 3. Present home address.
- 4. Prior addresses (for immediate preceding 7-year period).
- 5. Date and location of birth.
- 6. Social Security number.
- 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation.
- 2. Full name (including aliases) and address of each person involved.
- 3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
- 4. Dates of corporate operation.
- 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is DECEMBER .

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  BY _____

PRINT NAME Mark E. House PRINT NAME _____

TITLE President / Incorporator DATE 4/29/19 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.