

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

Genesis Holdings, Inc.
(a Colorado corporation)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

Pursuant to Colorado Revised Statutes § 7-108-202

The undersigned, being all of the members of the Board of Directors of **Genesis Holdings, Inc.**, a Colorado corporation (the “Company”), hereby consent in writing to the adoption of the following resolutions effective as of the date set forth below, without the holding of a formal meeting.

WHEREAS

- The Company is currently authorized to issue **2,000,000,000 shares of Common Stock**, par value \$0.001 per share; and
- The Board has determined that reducing the authorized share count is in the best interests of the Company and its shareholders to improve capital structure discipline, transparency, and long-term shareholder value; and
- The Colorado Business Corporation Act permits the amendment of the Articles of Incorporation to reduce authorized shares upon proper Board and Shareholder approval.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. **Approval of Authorized Share Reduction**

The Board hereby approves a reduction of the Company’s authorized Common Stock from **2,000,000,000 shares to 100,000,000 shares**, with no change to the par value per share.

2. **Approval of Articles of Amendment**

The Board approves and authorizes the filing of **Articles of Amendment to the Articles of Incorporation** of the Company with the Colorado Secretary of State to reflect the reduced authorized share count.

3. **Shareholder Approval**

The Board hereby recommends that the shareholders approve the foregoing amendment and authorizes the submission of the amendment to the shareholders for approval by written consent.


4. **Authority to Execute and File**

Any officer of the Company is hereby authorized and directed to execute, file, and deliver any and all documents, certificates, or instruments, and to take any and all actions deemed necessary or advisable to carry out the intent of these resolutions.

IN WITNESS WHEREOF, the undersigned Directors have executed this Unanimous Written Consent as of 1-23, 2026.

Director(s):

GENESIS HOLDINGS, INC.

By:  _____

Oscar Brito

Chief Executive Officer

Sole Member of the Board of Directors