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Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION
### GBP Inmuebles Inc.

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# ARTICLES OF INCORPORATION

# OF

# GBP INMUEBLES INC.

## ARTICLE I

The name of this corporation is GBP Inmuebles Inc. (the "Corporation").

## ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

## ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is Ejercito Nacional No. 1130 Piso 8, Los Morales Polanco, 11510 Miguel Hidalgo, Ciudad de Mexico.

## ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

| Number of Shares Authorized | Par Value Per Share | Class of Stock |
|---|---|---|
| 1,000 | $.01 | Common |

## ARTICLE V

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such office is NRAI Services, Inc.

## ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

The name and address of the initial directors of the Corporation are as follows:

| **Name** | **Address** |
|---|---|
| Miguel Rincón Arredondo | Jose Luis Lagrange No. 103, Piso 12, Los Morales Polanco 11510, Miguel Hidalgo, Ciudad de Mexico |
| Mayela de la Paz Rincón Arredondo | Jose Luis Lagrange No. 103, Piso 12, Los Morales Polanco 11510, Miguel Hidalgo, Ciudad de Mexico |

**ARTICLE VII**

That the following person be, and hereby is, elected to the offices set forth opposite his name below, shall serve until the next annual meeting of the Board of Directors:

| **Name** | **Title** | **Address** |
|---|---|---|
| Miguel Rincón Arredondo | CEO | Jose Luis Lagrange No. 103, Piso 12, Los Morales Polanco 11510, Miguel Hidalgo, Ciudad de Mexico |
| Mayela de la Paz Rincón Arredondo | CFO | Jose Luis Lagrange No. 103, Piso 12, Los Morales Polanco 11510, Miguel Hidalgo, Ciudad de Mexico |
| Eduardo Arizpe | Secretary | Jose Luis Lagrange No. 103, Piso 12, Los Morales Polanco 11510, Miguel Hidalgo, Ciudad de Mexico |
| Gabriel Villegas | Alternate Secretary | Jose Luis Lagrange No. 103, Piso 12, Los Morales Polanco 11510, Miguel Hidalgo, Ciudad de Mexico |

**ARTICLE VIII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

## ARTICLE IX

The name of the Incorporator is Noemi Romero, and the address of the Incorporator is c/o Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 3100, Chicago, IL 60601.

**IN WITNESS WHEREOF,** the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of December, 2019.

Noemi Romero, Incorporator

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GBP Inmuebles Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

NRAI Services, Inc.

By: ______________________
Name: James M. Halpin
Title: Assistant Secretary

Dated: December 18, 2019