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Division of Corporations

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

2023 MAY 17 AM 12:50

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**FLORIDA PROFIT/NON PROFIT CORPORATION
EPSTEIN BARED FOUNDER HOLDINGS, INC.**

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**ARTICLES OF INCORPORATION
OF
EPSTEIN BARED FOUNDER HOLDINGS, INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation shall be Epstein Bared Founder Holdings, Inc. (the "Corporation").

**ARTICLE II
Principal Office**

The street and mailing address of the principal office of the Corporation is 6280 Sunset Drive, Suite 504, Miami, FL 33143.

**ARTICLE III
Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road Plantation, FL 33324. The name of the initial registered agent of the Corporation at that office is CT Corporation System.

**ARTICLE IV
Shares**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 100, all of which shall be common stock with a par value of \$0.01.

**ARTICLE VI
Incorporator**

The name and street address of the incorporator of the Corporation is Jonathan Brandes, 401 E. Las Olas Blvd, Suite 2000, Fort Lauderdale, Florida 33301.

**ARTICLE VII
Cumulative Voting Prohibited**

Shareholders will have no rights of cumulative voting.

**ARTICLE VIII
Preemptive Rights Prohibition**

Shareholders will have no statutory preemptive rights.

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**ARTICLE IX
Limitation of Director Liability**

No director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director, except to the extent expressly required by Florida law. Any repeal or modification of this Article IX by the shareholders of the Corporation will be prospective only and will not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of May 15, 2023

/s/ Jonthan Brandes
Jonathan Brandes, Incorporator

Acceptance of Duties of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. CT Corporation System further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

Meredith Hellwig Meredith Hellwig, Assistant Secretary
Required Signature/Registered Agent

05/15/2023
Date

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