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T SCHROEDER

Date: 12/16/2015

Account #: I20000000088

Name: Michelle Walker

Reference #: T002263

ENTITY NAME: EWC MFUND, INC.

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other: _____

Authorized Amount: \$105

Signature: M. Walker

CERTIFICATE OF CONVERSION
FOR CONVERSION OF
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with Sections 607.1112 through 607.1114 and 605.1041 through 605.1046, Florida Statutes.

1. The name, jurisdiction of formation, and type of entity of the "Other Business Entity" (the "Converting Entity") immediately prior to the filing of this Certificate of Conversion is:

Name	Jurisdiction of Formation	Type of Entity	Florida Doc. #
EWC MFund, Inc. Village at Gulfstream Park 600 Silks Run, Suite 2270 Hallandale Beach, Florida 33009	Florida Incorporated: December 22, 2009	Corporation	P09000102107

2. The name, jurisdiction of formation, and type of entity of the Florida limited liability company (the "Converted Entity") immediately after the filing of this Certificate of Conversion is:

Name	Jurisdiction of Formation	Type of Entity
EWC MFund, LLC	Florida	limited liability company

3. The plan of conversion was approved by the Converting Entity in accordance with Sections 607.1112 through 607.1114 and 605.1041 through 605.1046, Florida Statutes.

4. The text of the Converted Entity's public organic record (i.e., the Converted Entity's Articles of Organization) is attached hereto as Exhibit A.

5. The Converted Entity has agreed to pay any shareholders claiming appraisal rights the amounts to which such shareholders are entitled under Sections 607.1301 through 607.1333, Florida Statutes.

6. This Certificate of Conversion shall be effective upon filing with the Florida Department of State.

Signed this 16th day of December, 2015

Signature of Authorized Person:

/s/ David Coba

By: _____

David Coba,
As President of EWC MFund, Inc.
As an Authorized Representative of EWC MFund, LLC

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CORPORATE RECORDS

Exhibit A

ARTICLES OF ORGANIZATION

[see attached]

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
EWC MFUND, LLC

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the Limited Liability Company is EWC MFund, LLC (the "Company").

ARTICLE 2

DURATION

The duration of the Company shall be perpetual.

ARTICLE 3

NATURE OF BUSINESS

The Company is organized for the sole limited purpose of (i) providing maintenance and administration services for the European Wax Center franchise system marketing fund, including, collecting marketing fund contributions from European Wax Center locations to fund group Advertising and Marketing (as defined below) as well as other promotions on a local, regional and national level and pool resources to purchase collective Advertising and Marketing materials in connection with the European Wax Center business for the benefit of the European Wax Center franchise system; and (ii) doing any and all other acts or things that may be necessary, appropriate, proper, advisable, incidental to or convenient for the accomplishment of the foregoing primary purpose of the Company.

The European Wax Center marketing fund was created to promote general public recognition and acceptance of the European Wax Center franchise system trademark and the franchise system. As used in this Agreement, the phrase "Advertising and Marketing" shall mean promotional advertising and marketing programs related to European Wax Center, its locations, products, services and other aspects of the franchise system, and shall include, without limitation, activities related to producing, maintaining, administering and directing consumer advertising (including, without limitation, television, radio, Internet, magazine, newspaper, and direct mail advertising campaigns and other public relations activities; developing and/or hosting an Internet web page or site and similar activities; employing advertising agencies to assist with such activities; and providing promotional brochures and other marketing materials to franchisees). Costs may include costs associated with employing advertising agencies, providing promotional brochures, conducting market research, and other comparable expenditures, and expenses directly incurred and related to the costs of advertising and administration of the marketing fund, including, but not limited to, organizational, administrative, accounting and legal fees and expenses, salaries and overhead, costs (including those of the Company's affiliated entities with respect to marketing fund operations) of collecting and accounting for the marketing fund, costs incurred in

producing, developing, maintaining, administering, researching, conducting, preparing, producing, disseminating and directing Advertising and Marketing programs and marketing fund activities.

Pursuant to the respective European Wax Center franchise and corporate store agreements, each European Wax Center location contributes a portion of their gross sales to the European Wax Center marketing fund to source Advertising and Marketing.

The Company will use good faith efforts to expend all contributions maintained by the Company for such Advertising and Marketing during the fiscal year within which contributions were received. Any contributions not expended in the fiscal year contributed shall be applied and used for Advertising and Marketing in the following year, on a first-in-first-out basis. Until their expenditure, all contributions shall be held by the Company for the purpose of paying such Advertising and Marketing expenditures and shall not be refundable to any contributing European Wax Center locations nor distributable to the Member; provided that, notwithstanding the foregoing, in the event of the dissolution and winding-up of the Company or such marketing fund, all amounts held by the Company and not expended for such Advertising and Marketing purposes will be refunded to the contributors pro rata in proportion to their respective contributions during the preceding twelve (12) month period.

ARTICLE 4

ADDRESS

The initial principal office address and the initial mailing address of the Company is The Village at Gulfstream Park 600 Silks Run, Suite 2270, Hallandale Beach, Florida 33009.

ARTICLE 5

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company is 600 Brickell Avenue, Brickell World Plaza, Suite 3500, Miami, Florida 33131, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

ARTICLE 6

MEMBERSHIP CERTIFICATES

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7

INDEMNIFICATION

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was manager, member, or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or

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other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Reasonable expenses (including attorneys' fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding to the fullest extent permitted under and in accordance with the laws of the State of Florida upon receipt of a promise (secured or unsecured as may be determined by the Company) by such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such reasonable expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

(a) A violation of law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe, or knowledge that, such conduct was unlawful.

(b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.

(c) A distribution in violation of Section 605.0406 of the Act.

(d) Willful or intentional misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.

(e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a Member.

(f) A breach of duties or obligations under Section 605.04091 of the Act, taking into account a variation of such duties and obligations provided for in the Company's Operating Agreement to the extent allowed by the laws of the State of Florida.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Revised Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

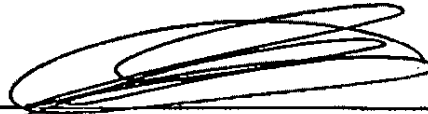
ARTICLE 8
MANAGEMENT

The Company shall be managed in accordance with the Company's Operating Agreement.

ARTICLE 9
AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members and/or managers is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 16 day of December, 2015.



David Coba, Authorized Representative

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

GY CORPORATE SERVICES, INC.

/s/ William J. Hyland, Jr.

By: _____
William J. Hyland, Jr., Vice President

Dated: December 16, 2015

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