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Account Number : 076117000420
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

BAELLIES FAMILY HOLDINGS LP

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAELLIES FAMILY HOLDINGS LP**

The undersigned, acting as the General Partner of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following amended and restated certificate for such Limited Partnership:

1. The name of the Limited Partnership is BAELLIES FAMILY HOLDINGS LP (the "Partnership").

2. The address of the office of the Partnership at which place the records shall be maintained is 900 Bay Drive, #812, Miami Beach, Florida 33141.

3. The street address of the initial registered office of the Partnership is 777 S Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

4. The name and address of the General Partner is:

Nicole Ellies
900 Bay Drive, #812
Miami Beach, Florida 33141

5. The mailing address for the Partnership is 900 Bay Drive, #812, Miami Beach, Florida 33141.

6. The Partnership shall exist for the following purposes:

- a. To consolidate the management of certain properties owned directly and indirectly by the Ellies family; to promote efficient and economical management of the properties by holding them in a single entity; to avoid the division of certain of the properties of the Ellies family in order to promote the greater sales potential of the properties; to avoid potential expensive litigation and disputes over certain of the properties of the Ellies family by providing mechanisms which will provide for management and procedures to resolve disputes; to provide mechanisms which will eliminate the potential in the future of any member of the family transferring his or her interest in the Company without first offering that interest to the other family members;
- b. To engage generally in the real estate business, to acquire, own, hold, develop and operate real estate enterprises, either as operator, managing agent, principal, agent, partner, stockholder, syndicate member, associate, joint venturer, participant or otherwise; to invest funds in, and to raise funds to be invested in

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such business; to purchase, construct or otherwise acquire and own, develop, operate, lease, mortgage, pledge and to sell or otherwise dispose of real estate enterprises, and other properties and any interest therein; or to do any and all things necessary or incident thereto;

- c. To acquire, invest, hold, own, develop, operate, mortgage, pledge, sell or otherwise dispose of partnership assets; to do any and all things necessary or incident thereto;
- d. To manage and control investments in other partnerships, businesses, and entities, whether debt, equity, or otherwise; to hold, buy, sell, lease, pledge, mortgage, and otherwise deal in or dispose of those investments or similar interests;
- e. To invest in stocks, bonds, securities, and other similar interests, including, without limitation, purchasing, selling, and dealing in stocks, bonds, notes, and evidences of indebtedness of any person, firm, enterprise, corporation, or association, domestic or foreign, and bonds and any other obligations of any government, state, or municipality, school district or any political subdivision thereof, domestic or foreign, and bills of exchange and commercial paper, and any and all other securities of any kind, nature, or description whatsoever, to invest in gold, silver, grain, cotton, and other commodities and provisions usually dealt in or on exchanges, or upon the over-the-counter-market; to form, organize, capitalize, and invest in, alone or jointly with others, and to sell or otherwise dispose of the same to others, and to form corporations, partnerships, joint ventures, limited liability companies, and other business entities, and in general, without limitation of the foregoing, to conduct such activities as are usual and customary in connection with, stocks, bonds and securities and other investments in corporations, partnerships, joint ventures, limited liability companies, and other business entities; and
- f. To transact or engage in any other business that may be conducted by a partnership under the laws of the State of Florida.

7. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate this 31st day of March, 2023.

GENERAL PARTNER:

/s/ Nicole Ellies

By: _____
Nicole Ellies

As the General Partner, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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 607.0505, F.S.

GY CORPORATE SERVICES, INC.

/s/ Melanie B. Stocks

By: _____
Name: Melanie B. Stocks, ACP
Title: Asst. Secretary

Dated: March 31, 2023