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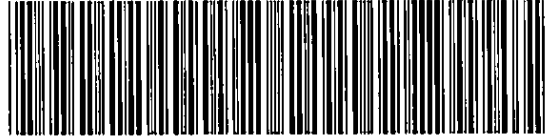
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TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 11/17/2020

Name: Merritt Walker

Reference #: 1290057

Entity Name: MOCKINGBIRD RACING, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$150

Signature: 

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Articles of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Articles of Conversion is MOCKINGBIRD RACING, LLC (the "Company").
2. The "Other Business Entity" is a limited liability company, first organized under the laws of the State of Illinois effective June 8, 2018. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized.
3. The address of the principal office of the "Other Business Entity" is 21 Marina Village, #A, Key Largo, Florida 33037.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: MOCKINGBIRD RACING, LLC.
5. The conversion is permitted by the applicable law(s) governing the Company, and the conversion complies with such law(s) and the requirements of section 605.1043, F.S., in effecting the conversion.
6. The plan of conversion was approved by the Other Business Entity in accordance with Section 201 of the Illinois Omnibus Entity Act.
7. This conversion shall be effective upon filing of this Articles of Conversion with the Secretary of State of the State of Florida.
8. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Articles of Conversion is signed effective as of the 14th day of November, 2020.

LIMITED LIABILITY COMPANY:

MOCKINGBIRD RACING, LLC, a Florida
limited liability company

/s/ Christopher R. Duhon

By: _____

Name: Christopher R. Duhon

Title: Manager

OTHER BUSINESS ENTITY:

MOCKINGBIRD RACING, LLC, an
Illinois limited liability company

/s/ Christopher R. Duhon

By: _____

Name: Christopher R. Duhon

Title: Manager

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION
FOR
MOCKINGBIRD RACING, 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 MOCKINGBIRD RACING, LLC (the "Company").

**ARTICLE 2
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4
ADDRESS**

The initial principal office address and the initial mailing address of the Company is 24 Dockside Lane #221, Key Largo, Florida 33037.

**ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

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

**ARTICLE 6
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 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 7
MANAGEMENT**

The Company will be manager-managed in accordance with its operating agreement. The initial Manager of the Company shall be Christopher R. Duhon.

**ARTICLE 8
EFFECTIVE DATE**

The effective date is the date of filing of these Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 14th day of November, 2020.

/S/ Lisa A. Schneider

LISA A. SCHNEIDER,
Authorized Representative

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury 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 his duties, and 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/ Melanie B. Stocks

By: _____
Melanie B. Stocks, Asst. Secretary

Dated: As of November 14, 2020

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