

6/14/2021

Division of Corporations

Florida Department of State

Division of Corporations
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FLORIDA LIMITED LIABILITY CO.

NGC Merger Sub LLC

Certificate of Status	0
Certified Copy	1
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6/15/21

ARTICLES OF ORGANIZATION
OF
NGC MERGER SUB LLC

The undersigned acting as the organizer of NGC Merger Sub LLC, under the Revised Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization ("Articles of Organization"):

ARTICLE I - Name:

The name of the limited liability company is NGC Merger Sub LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 345 Park Avenue, New York, NY 10154.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement (the "Operating Agreement") of the Company.

ARTICLE IV - Management:

The Company is member-managed for purposes of Section 605.0407, Fla. Stat., and other relevant provisions of Chapter 605, Fla. Stat. and the current member of the Company is Provenance Buyer LLC, a Delaware limited liability company, located at 345 Park Avenue, New York, NY 10154.

ARTICLE V - Admission of Additional Members:

The Company shall admit new members ("Members") only upon the approval of the existing Members of the Company holding a majority of the voting interests.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

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FALL ANNUAL STATEMENT

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ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be C T Corporation System and the street address of the Company's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a Member, manager or officer of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article IX, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization as of this 14th day of June, 2021.

/s/ Melvin Ike
Melvin Ike, Authorized Representative

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TALLAHASSEE, FLORIDA

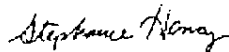
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is NGC Merger Sub LLC.
2. The name and address of the registered agent and office is:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Stephanie Hencz
Assistant Secretary

Dated this 14th day of June, 2021.

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TALLAHASSEE, FLORIDA