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(Requestor's Name)

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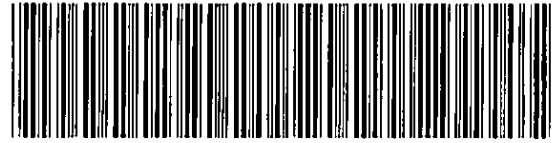
(Business Entity Name)

(Document Number)

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Commissioner Russell C. Weigel, III

October 4, 2023

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: 1942 Holdings LLC – Amended and Articles of Incorporation

Dear Ms. Cushing:

Please file the enclosed Article of Amendment to the Articles of Incorporation for 1942 Holdings LLC, Palm Beach, Florida, at your earliest convenience. Enclosed is **Check No. 01043**, totaling **\$185.00**, payable to the Department of State. The check represents payment for the following filings fee and an additional certified copy of the attached Article Amendment to the Articles of Incorporation.

One (1) Registered Agent Fee (Certificate of Acceptance of Registered Agent)

One (1) Filing Fee for Amendment to the Articles of Incorporation

One (1) copy to: Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399

One (1) copy to: Stephen G. Vogelsang, Esq.
Pressly, Pressly, Randolph & Pressly, P.A.
251 Royal Palm Way, Suite 300
Palm Beach, Florida 33480

If you have any questions, please do not hesitate to contact Jeremy A. Glover at (850) 410-9535, or at Jeremy.Glover@FLOFR.gov.

Sincerely,

Ms. Terry L. Hughes
Bureau Chief
Division of Financial Institutions

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
1942 HOLDINGS, LLC

Pursuant to the provisions of the Florida Family Trust Company Act, Chapter 662, Florida Statutes, as amended and in effect from time to time (the "FTC Act"), 1942 Holdings, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Company"), does hereby adopt the following Amended and Restated Articles of Organization, which amend and restate in their entirety the Articles of Organization of the Company filed with the Secretary of State of the State of Florida on January 18, 2023.

FIRST: The name of the limited liability company is: **1942 HOLDINGS, LLC**

SECOND: The mailing address and street address of the principal office of the limited liability company is:

Pressly, Pressly, Randolph & Pressly, P.A.
Attn: Stephen G. Vogelsang, Esq.
251 Royal Palm Way (Suite 300)
Palm Beach, FL 33480

THIRD: The name of the registered agent of the limited liability company is CT Corporation System, and the street address within the State of Florida of said registered agent is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The certificate of said registered agent accepting said office is attached hereto.

FOURTH: The Company is organized for the sole purpose of serving as a family trust company as defined in Section 662.111 of the FTC Act. In accordance with Section 662.130 of the FTC Act the Company may engage in any of the following:

(1) Serve as a personal representative or co-personal representative of a probate estate administered outside the State of Florida;

(2) Unless prohibited by either the FTC Act or the Company's Operating Agreement (as amended or amended and restated from time to time, the "Operating Agreement"), serve as attorney in fact or agent under a power of attorney other than a power of attorney governed by Chapter 709, Florida Statutes, as amended;

(3) Unless prohibited by either the FTC Act or the Operating Agreement, act as a sole fiduciary or co-fiduciary, including acting as a trustee, advisory agent, assignee, assignee for the benefit of creditors, authenticating agent, bailee,

bond or indenture trustee, conservator, conversion agent, custodian, escrow agent, fiscal or paying agent, financial advisor, guardian, investment advisor or manager, managing agent, purchase agent, receiver, registrar, safekeeping or subscription agent, transfer agent (except for public companies), warrant agent, or any similar capacity generally performed by corporate trustees, and in so acting, possess, purchase, sell, invest, reinvest, safekeep, or otherwise manage or administer the real or personal property of family members or other eligible recipients of the Company's services (each as set forth and defined under the FTC Act);

(4) Exercise any and all of the powers of a limited liability company organized under the laws of the State of Florida which are reasonably necessary to enable the Company to fully exercise, in accordance with the commonly accepted customs and usages, a power conferred by the FTC Act;

(5) Delegate duties and powers in accordance with Section 736.0807, Florida Statutes, including investment functions pursuant to Section 518.112, Florida Statutes, and any other applicable law, and retain agents, attorneys, accountants, investment advisers, or other individuals or entities to assist or advise the Company, including, but not limited to, retaining a bank trust department or a public trust company;

(6) Perform all acts necessary for exercising the powers set forth in the FTC Act and all other applicable laws of the State of Florida;

(7) Any other act set forth as a permitted power of a family trust company by the FTC Act; and

(8) Any and all lawful acts or business permitted under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes; provided, however, that such acts, powers, and business shall not exceed any limitations imposed by the FTC Act.

The Company may act as a fiduciary for and provide other services to one or more family members, as defined under the FTC Act, and no more than 35 individuals who are not family members but are current or former employees of an entity which is a family member, as provided under the FTC Act unless otherwise prohibited by the Agreement. Notwithstanding the foregoing, the Company shall not do any of the following:

- (1) Engage in commercial banking; provided, however, that the Company may establish accounts at financial institutions for its own purposes or on behalf of family members to whom it provides services;
- (2) Engage in fiduciary services with the general public;
- (3) Offer its services to the general public;

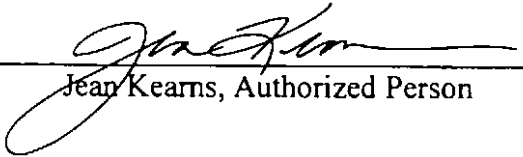
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(4) Serve as a personal representative or co-personal representative of a probate estate administered in the State of Florida; and

(5) Serve as an attorney in fact or agent, including as a co-attorney in fact or co-agent, under a power of attorney pursuant to Chapter 709, Florida Statutes.

FIFTH: The Articles of Organization of the Company shall not be amended without prior written notice to the Office of Financial Regulation of the State of Florida.

IN WITNESS WHEREOF, this document has been executed as of this 26th day of September, 2023, by the undersigned in accordance with Section 605.0202(2) who is aware that any false information submitted to the Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

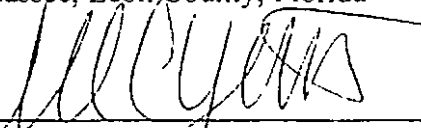


Jean Kearns, Authorized Person

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STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION

APPROVED by the Office of Financial Regulation this 4th day of October, 2023.

Tallahassee, Leon County, Florida



Russell C. Weigel, II
Commissioner

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STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

OF

1942 HOLDINGS, LLC

FIRST: The name of the limited liability company is: **1942 Holdings, LLC.**

SECOND: The name of the registered agent of the limited liability company is C T Corporation System, and the street address within the State of Florida of said registered agent is c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

THIRD: Having been named as registered agent and to accept service of process for the above stated limited liability company at the place hereinabove designated, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605 of the Florida Statutes.

C T CORPORATION SYSTEM, Registered Agent

by

Meredith Hellwig

Name: Meredith Hellwig
Title: Assistant Secretary

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Commissioner Russell C. Weigel, III

FLORIDA OFFICE OF FINANCIAL REGULATION
REQUEST FOR COMMISSIONER SIGNATURE

RE: 1942 HOLDINGS LLC (FAMILY TRUST COMPANY) AMENDMENT TO THE ARTICLES OF INCORPORATION

APA Due Date: N/A Proposed Effective Date: Upon Filing

Articles of Incorporation

Comments:

The Amendments to the Articles of Incorporation for 1942 Holdings LLC (Registered Family Trust Company) are required pursuant to Chapter 662, Florida Statute, to be filed with the Florida Department of State as part of being a registered family trust company in Florida. 1942 Holdings LLC currently has articles on file (effective January 18, 2023) that simply hold the company name and identify the registered agent. In addition, the Office will file with Department of State the Certificate of Acceptance of Registered Agent.

Signature is recommended.

Prepared By: Jeremy A. Glover

Date: 10/4/2023

AUTHORIZING SIGNATURE: _____

(Financial Administrator)

Date: 10/4/2023

AUTHORIZING SIGNATURE: _____

(Bureau Chief)

Date: 10/4/2023

AUTHORIZING SIGNATURE: _____

(Director)

Date: 10/04/2023

AUTHORIZING SIGNATURE: _____

(Commissioner's Office)

Date: 10/04/2023