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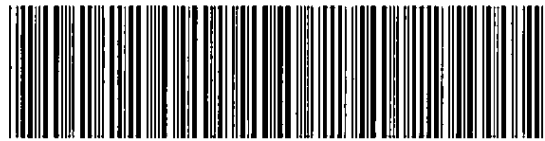
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NAME: IQOR QARES CORP.

TYPE OF FILING: ARTICLES

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**ARTICLES OF INCORPORATION
OF
iQOR QARES CORP.**

The undersigned incorporator, desiring to form a not for profit corporation under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, certifies and acknowledges the following:

ARTICLE I. NAME

The name of the corporation is iQor Qares Corp. (the "**Corporation**").

ARTICLE II. PRINCIPAL OFFICE

The principal office address of the Corporation is 200 Central Avenue, 6th Floor, Saint Petersburg, Florida, 33701.

ARTICLE III. PURPOSE

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

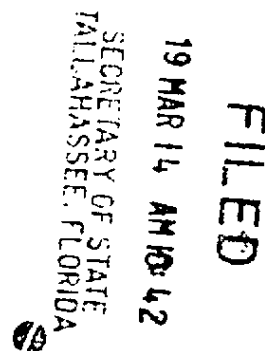
- a. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**").
- b. The specific purposes of the Corporation are:
 - i. To support charitable and/or educational initiatives in the community for youth, children, women, elderly, and/or marginalized communities; and
 - ii. To provide financial support to the employees of iQor US Inc., its affiliates and subsidiaries, and their family members, who have been financially impacted as a result of a natural disaster, medical emergency, family death, or other unforeseen designated events.

ARTICLE IV. MEMBERS, DIRECTORS AND OFFICERS

The Corporation shall have no members. The manner in which the directors shall be elected or appointed shall be set forth in the bylaws of the Corporation.

The names and addresses of the initial directors and officers shall be:

1. Gary Praznik, Director
200 Central Avenue, 6th Floor
St. Petersburg, FL 33701



2. David Kaminsky, Director
200 Central Avenue, 6th Floor
St. Petersburg, FL 33701
3. Runa Rosenfield, Director
200 Central Avenue, 6th Floor
St. Petersburg, FL 33701
4. Martin Lehtio, Director and President
200 Central Avenue, 6th Floor
St. Petersburg, FL 33701
5. Sonia Goyal, Director and Secretary
200 Central Avenue, 6th Floor
St. Petersburg, FL 33701
6. James Vogt, Director and Treasurer
200 Central Avenue, 6th Floor
St. Petersburg, FL 33701
7. Loren Dennis, Director and Vice President
200 Central Avenue, 6th Floor
St. Petersburg, FL 33701

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ARTICLE V. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of the Code:

- A. The property of the Corporation is irrevocably dedicated to the purposes set forth in Article III hereof and no part of the net income or assets of the Corporation shall ever inure to the benefit of any member, director or officer thereof, or to the benefit of any private person.
- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, within the meaning of the Code.
- C. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, and/or religious purposes and which has established its tax exempt status under the Code.

ARTICLE VI. INDEMNIFICATION

- A. The Corporation shall to the fullest extent permitted by law indemnify 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 a director, officer or employee of the Corporation.
- B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.
- C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of members or directors, or otherwise.
- D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.
- E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.
- F. If any provision in this Article VI shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Hannah Choi
200 Central Avenue, 6th Floor
St. Petersburg, Florida 33701

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ARTICLE VIII. REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation is Corporation Service Company, with a street address of 1201 Hays St., Tallahassee, FL 32301.

The undersigned, who is the incorporator of the Corporation, has executed these Articles of Incorporation on March 12, 2019.



Hannah Choi, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 617.0501, Florida Statutes:

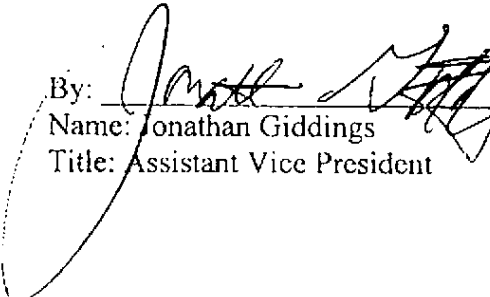
iQor Qares Corp., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of St. Petersburg, State of Florida, has named **CORPORATION SERVICE COMPANY**, located at 1201 HAYS ST., TALLAHASSEE, FL 32301, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 617.0501, Florida Statutes relative to keeping open said office.

Accepted this 12th day of March, 2019.

CORPORATION SERVICE COMPANY

By: 
Name: Jonathan Giddings
Title: Assistant Vice President

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