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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Optio, Inc.**

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**ARTICLES OF INCORPORATION****OF****OPTIO, INC.****(A Corporation Not-For-Profit)**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit (the "Corporation") under the Florida Not For Profit Corporation Act (*Florida Statutes* Chapter 617) (the "Act") and other applicable laws of the State of Florida, hereby executes and adopts the following Articles of Incorporation:

**ARTICLE I****Name and Address**

The name of the Corporation is OPTIO, INC. The principal office (and mailing address) is located at 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, Attn: Randolph J. Wolfe. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II****Purpose of Corporation**

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the Treasury Regulations issued thereunder as the same now exist or as they may be hereafter amended from time to time (collectively, the "Revenue Laws"). Pursuant to the foregoing, the purpose of the Corporation is to develop, create and share data, best practices, resources, training, technology and support with the goal of providing programming and services for the protection of missing and exploited children throughout the world.

All references to sections of the Internal Revenue Code contained herein shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

**ARTICLE III****Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, no part of the net earnings of the Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of

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these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV Term of Existence

The corporate existence of the Corporation shall commence effective on November 4, 2022, and the Corporation shall have perpetual existence thereafter.

#### ARTICLE V Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

Name	Address
Randolph J. Wolfe	100 North Tampa Street, Suite 2700 Tampa, Florida 33602

#### ARTICLE VI Directors

The affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be elected annually in accordance with the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Name	Address
Sean H. Rump	100 North Tampa Street, Suite 2700 Tampa, Florida 33602
Britney L. Bear	100 North Tampa Street, Suite 2700 Tampa, Florida 33602
Joseph Burkhart	100 North Tampa Street, Suite 2700 Tampa, Florida 33602

#### ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the initial registered agent at such address is F&L Corp.

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## ARTICLE VIII

### Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

## ARTICLE IX

### Amendments

The Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and subject to any limitations in the Corporation's Bylaws.

## ARTICLE X

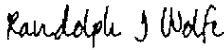
### Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

*[Signatures on following page]*

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IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 10<sup>th</sup> day of November, 2022.

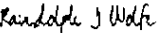
DocuSigned by:  
  
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Randolph J. Wolfe, incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L CORP.

Date: November 10, 2022

DocuSigned by:  
  
4A946111E24E448...  
Randolph J. Wolfe, Vice President

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