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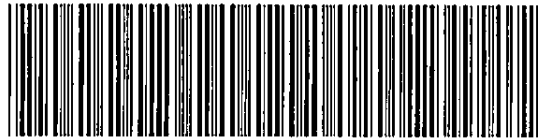
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Special Instructions to Filing Officer:

Spoke with Andrew Grawent  
on the phone. He gave  
me permission to pen in  
the correction to the  
name. -Summer Chatham  
06/18/24

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Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Loxen Entertainment, Inc (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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☐ Pick up time \_\_\_\_\_

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

NEW FILINGS

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**LOXEN ENTERTAINMENT- FL, INC.**

**A Florida Not-For-Profit Corporation**

The undersigned, acting as the incorporator of Loxen Entertainment, Inc. under Chapter 617 of the Florida Statutes (the "Law"), submits the following Articles of Incorporation.

**ARTICLE 1**

**NAME OF CORPORATION**

The name of this corporation (the "Corporation") is Loxen Entertainment- ~~FL, INC.~~

**ARTICLE 2**

**INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal place of business and mailing address of the Corporation are:

**Principal Place of Business Address:**

c/o Holland & Knight LLP  
787 Seventh Avenue  
New York, NY 10019

**Mailing Address:**

c/o Holland & Knight LLP  
787 Seventh Avenue  
New York, NY 10019

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**ARTICLE 3**

**DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE 4**

**PURPOSES**

The Corporation is a nonprofit organization organized to receive and maintain a fund or funds of real or personal property, or both and, subject to the restrictions and limitations hereinafter set forth, exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue

Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized under the Law.

## **ARTICLE 5 MEMBERSHIP**

The conditions of membership in the Corporation and the voting powers of the Members shall be set forth in the Bylaws of the Corporation, which shall be adopted by the Members. The Corporation need not have more than one Member.

## **ARTICLE 6 BOARD OF DIRECTORS**

The number and method of election of directors shall be as stated in the Corporation's Bylaws.

## **ARTICLE 7 COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**7.1 Compensation.** A director or officer of the Corporation may receive reasonable compensation for personal services rendered as a director or officer, or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances paid on behalf of the Corporation, provided they are reasonable in character and amount and approved for payment in the manner provided by the Bylaws.

**7.2 Indemnification.** The directors of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

(a) The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the Law.

(b) The Corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its Bylaws, by contract or

in any other manner may agree to indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the Law.

(c) The indemnification and other rights provided for by this ARTICLE 7 shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, the Bylaws of the Corporation, agreement, vote of disinterested trustees, or otherwise. The Board of Directors shall have the authority to enter into agreements with the directors and officers of the Corporation and with persons serving, at the request of the Corporation, as directors, trustees, officers and agents of an affiliated corporation or other enterprise, on terms that the Board of Directors deems advisable, which may provide greater indemnification rights than that generally provided by the Law; provided, however, that no such further indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

**7.3 Prohibition Against Excess Benefit Transactions.** Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall make no payment that would constitute an "excess benefit transaction" as defined in Section 4958 of the Code.

## **ARTICLE 8 CHARITABLE LIMITATIONS**

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

**8.1 No Private Inurement.** No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered: (a) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount; and (b) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Code.

**8.2 No Political Activities; No Substantial Lobbying Activities.** In accordance with Federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

**8.3 Private Foundation Status.** During any period of time during which the Corporation is classified as a private foundation under Section 509(a) of the Code, the Corporation

shall not take any of the following actions: (a) engage in any act of self-dealing, as such term is defined in Section 4941(d) of the Code; (b) fail to distribute its income in such a manner that subjects the Corporation to taxation under Section 4942 of the Code; (c) retain any excess business holdings, as such term is defined in Section 4943(c) of the Code; (d) make any investments in such manner as to subject the Corporation to taxation under the provisions of Section 4944 of the Code; or (e) make any taxable expenditures, as such term is defined in Section 4945(d) of the Code.

#### **ARTICLE 9 NO CAPITAL STOCK**

The Corporation shall have no authority to issue capital stock.

#### **ARTICLE 10 DISPOSITION OF ASSETS**

In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (a) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or (b) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

#### **ARTICLE 11 AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION**

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or these Articles of Incorporation is vested in the Board of Directors in accordance with the provisions of the Bylaws provided, however, that no such amendment, alteration, change or repeal of any provisions of these Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under the provisions of the Code.

#### **ARTICLE 12 REGISTERED AGENT**

The name of the initial registered agent of the Corporation, who is authorized to receive service of process is C T Corporate System. The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324.

#### **ARTICLE 13 INCORPORATOR**

The name of the incorporator is Andrew M. Grumet, Esq. The street address of the

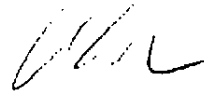
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incorporator is 787 Seventh Avenue, 29<sup>th</sup> FL, New York, NY 10019.

**ARTICLE 14  
EFFECTIVE DATE**

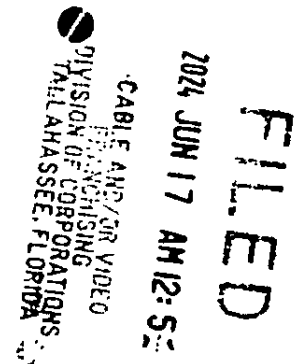
The effective date of these Articles of Incorporation shall be June 12, 2024.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 12th day of June, 2024.



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Andrew M. Grumet  
Incorporator



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

WITNESSETH:

That ~~Loxen Entertainment-Flying~~ desiring to organize under the laws of the State of Florida, has named C T Corporation System, at 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced Corporation at 1200 South Pine Island Road, Plantation, Florida 33324, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 17th day of June, 2024.

John Flynn, Assistant Secretary  
C T Corporation System

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