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Florida Department of State
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Tami Passley

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Email Address: Linda.Scarcelli@cni.com

FLORIDA PROFIT/NON PROFIT CORPORATION
CFGEM Holding Corp.

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
CFGIM HOLDING CORP.

ARTICLE I - NAME

The name of this corporation is CFGIM HOLDING CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 450 S. Orange Avenue, Orlando, Florida 32801-3336, and the mailing address shall be P.O. Box 4920, Orlando, FL 32802-4920.

ARTICLE III - PURPOSE AND GENERAL POWERS

The purposes of the Corporation shall be to engage in any and all lawful activities permitted under the Florida Business Corporation Act, as the same now exists and has hereafter amended.

ARTICLE IV - CAPITAL STOCK

A. Classes of Stock. The total number of shares of capital stock which the Corporation is authorized to issue is 100 shares of common stock of which one (1) share shall be Voting Common Stock, with no par value per share (the "Voting Common Stock"), and ninety-nine (99) shares shall be shares of Nonvoting Common Stock, with no par value share (the "Nonvoting Common Stock").

B. Voting Rights. The Voting Common Stock shall possess and exercise voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Nonvoting Common Stock shall not possess or exercise any voting rights with respect to the election of directors or any other corporate matter whatsoever.

C. Other Rights Identical. Except for the difference in voting rights set forth in B. above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Nonvoting Common Stock shall be identical in all respects to those of the shares of Voting Common Stock. Accordingly, each share of Voting Common Stock and Nonvoting Common Stock shall receive equal dividends if and when declared by the Board of Directors, pro rata, on a per share basis without any preferences to the holders of either class, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally

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among the holders of both the Voting Common Stock and Nonvoting Common Stock in proportion to the number of shares held by the holders of such shares, pro rata, on a per share basis without any preferences to the holders of either class.

D. No Preemptive Rights: No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new shares of common stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he/she already holds, to purchase his/her pro rata or any other share of such shares of common stock at the same price at which it is offered to others or any other price.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 215 N. Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Amanda F. Wilson.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
James M. Seneff, Jr.	450 So. Orange Avenue Orlando, FL 32801

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles are as follows:

Amanda F. Wilson
215 N. Eola Drive
Orlando, Florida 32801

ARTICLE VIII – INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by them on behalf of the Corporation except for willful misconduct or gross negligence. The foregoing indemnification shall not limit further indemnification under the Bylaws of the Corporation or by separate agreement.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of December, 2017.


Amanda F. Wilson, Incorporator

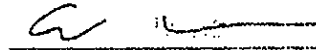
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CFGIM HOLDING CORP.


Amanda F. Wilson, Registered Agent

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of CFGIM HOLDING CORP.


Amanda F. Wilson, Incorporator