

OCT/28/2019/MON 14:22

FAX No.

P. 001

Division of Corporations

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Florida Department of State  
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### FLORIDA PROFIT/NON PROFIT CORPORATION

CES Holdco, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
CES HOLDCO, INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be CES Holdco, Inc. (the "Corporation").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 6968 Professional Parkway East, Sarasota, FL 34240.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is One Hundred Thousand (100,000), all of which shall be common stock with a par value of \$1.00 per share.

**ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 6968 Professional Parkway East, Sarasota, FL 34240. The name of the initial registered agent of the Corporation at that office is Tia Laurie.

**ARTICLE VI: INCORPORATOR**

The name and street address of the Corporation's incorporator is:

Julie A. Taylor  
Fredrikson & Byron, P.A.  
200 So. 6<sup>th</sup> Street, Suite 4000  
Minneapolis, MN 55402:

**ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By:   
Required Signature/Registered Agent  
Name: Tia Laurie

10/28/19  
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Julie A. Taylor  
Required Signature/Incorporator  
Name: Julie A. Taylor

10/28/2019  
Date