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Florida Department of State  
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To:

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From:

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Email Address: alan@worthy.us

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Worthy Peer Capital II, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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OCT. 29 2019

T. SCOTT

2019 OCT 28 AM 11:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Execution Version*

**ARTICLES OF INCORPORATION**  
**OF**  
**WORTHY PEER CAPITAL II, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: Worthy Peer Capital II, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 551 NW 77 Street, Suite 212, Boca Raton, Florida 33487.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred (100) shares of Common Stock, par value \$0.001 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Alan Jacobs  
551 NW 77 Street  
Suite 212  
Boca Raton, Florida 33487

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2019 OCT 28 AM 11:35  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
FLORIDA  
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**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially.

Sally Outlaw  
Alan Jacobs

**ARTICLE VIII**  
**INCORPORATOR**

The name address of the person signing these Articles of Incorporation as the Incorporator is Alan Jacobs, 551 NW 77 Street, Suite 212, Boca Raton, Florida 33487.

**ARTICLE IX**  
**INDEMNIFICATION**

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

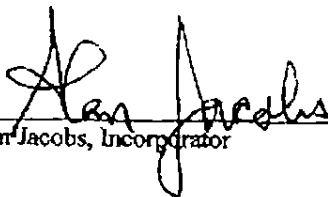
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**ARTICLE XI**  
**CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28th day of October, 2019.

  
\_\_\_\_\_  
Alan Jacobs, Incorporator

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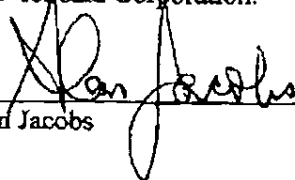
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE FOR PROCESS**

WORTHY PEER CAPITAL II, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 551 NW 77 Street, Suite 212, Boca Raton, Florida 33487 has named ALAN JACOBS whose address is 551 NW 77 Street, Suite 212, Boca Raton, Florida 33487 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
Alan Jacobs

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