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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**University Place Holdings, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
UNIVERSITY PLACE HOLDINGS, INC.

The undersigned, acting as incorporator of University Place Holdings, Inc. (the "Corporation"), under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is: University Place Holdings, Inc. The street address and mailing address of the initial principal office is 8823 San Jose Boulevard, Suite 101, Jacksonville, Florida 32217.

ARTICLE II. DURATION OF EXISTENCE

The Corporation will exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which the Corporation has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV. CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Corporation designates 8823 San Jose Boulevard, Suite 101, Jacksonville, Florida 32217 as the street address of the initial registered office of the Corporation and names International Management Company, LLC as the Corporation's initial registered agent at that address to accept service of process within this state.

Prepared by Christopher G. Commander  
Florida Bar No. 0028882  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation has one (1) director, initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name and address of the initial director is:

Edmond R. Saoud  
8823 San Jose Boulevard, Suite 101  
Jacksonville, Florida 32217

ARTICLE VII. INCORPORATOR

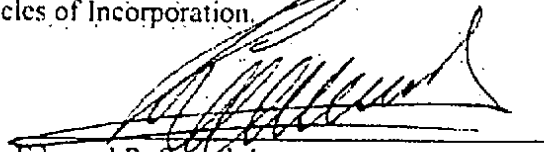
The name and street address of the incorporator is:

Edmond R. Saoud  
8823 San Jose Boulevard, Suite 101  
Jacksonville, Florida 32217

ARTICLE VIII. INDEMNIFICATION

The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
Edmond R. Saoud, Incorporator

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## ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: December 2, 2020

INTERNATIONAL MANAGEMENT  
COMPANY, LLC

By: 

Edmond R. Saoud, Manager

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