

12/14/2020

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FLORIDA PROFIT/NON PROFIT CORPORATION
KHH HoldCo, Inc.

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**ARTICLES OF INCORPORATION
OF
KHH HOLDCO, INC.**

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

**ARTICLE I
Name**

The name of this corporation shall be: KHH HoldCo, Inc.

**ARTICLE II
Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE III
Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,000 shares of common stock with a par value of \$1.00 per share.

(b) The consideration for the issuance of said shares of stock, or any thereof, shall be money currency of the United State of America.

**ARTICLE IV
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE V
Board of Directors**

(a) The Board of Directors of this corporation shall consist of not less than two (2) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

(b) Directors may be removed with or without cause, by a majority vote of the stockholders at any annual meeting or any special meeting duly called therefor. A special meeting of the stockholders to remove a Director may be called by two of the stockholders, provided they

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give all other stockholders written notice of the meeting not less than seven (7) days prior to the meeting date, which notice shall include a statement of the purpose of the meeting.

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or otherwise, a majority of the Board of Directors is authorized to fill the vacancy until the next annual meeting. If, after a written request of any stockholder of the corporation that the vacancy be filled, the Board of Directors fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the stockholders of the corporation at a meeting duly called for that purpose. If the corporation fails to fill vacancies on the Board of Directors sufficient to constitute a quorum in accordance with the bylaws, any stockholder may apply to the Circuit Court within whose jurisdiction the corporation lies for the appointment of a receiver to manage the affairs of the corporation. At least 30 days prior to the applying to the Circuit Court, the member shall mail to the corporation, and deliver to each member of the corporation, a notice describing the intended action in order to give the corporation the opportunity to fill the vacancies. If during this time the corporation fails to fill the vacancies, the stockholder may proceed with the petition. If a receiver is appointed, the corporation shall be responsible for the salary of the receiver, court costs, and attorneys' fees. The receiver shall have all powers and duties of a duly constituted Board of Directors and shall serve until the corporation fills vacancies on the board sufficient to constitute a quorum.

(d) Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the stockholders, or as soon thereafter as practicable. special meetings of the Board of Directors may be called by the president, secretary, or a majority of the directors upon three (3) days written notice to each director.

ARTICLE VI

Officers

(a) Officers of the corporation shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board of Directors. The officers need not be stockholders of the corporation. Any officer may be removed at any meeting by the affirmative vote of majority of the stockholders or the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board of Directors at any meeting thereof.

ARTICLE VII

Bylaws

(a) The bylaws of the corporation may be made, altered, amended or repealed, and new bylaws may be adopted by a three-fourths (3/4) vote of the stockholders present and voting at any regular annual meeting of the corporation, or at any special meeting called for that purpose, if at least fourteen days written notice is given in advance of any such meeting of intention to alter, amend or repeal, or to adopt new bylaws at such meeting.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions

of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE VIII

Stockholders

(a) Each stockholder in good standing shall be entitled to one vote. Any stock owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the stock shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner of the stock.

(b) Votes may be cast either in person or by proxy. A proxy shall be effective only for the specific meeting for which it was originally given and any lawfully adjourned meeting thereof, provided, however, that no proxy shall be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the stockholder executing it.

ARTICLE IX

Amendment of Articles of Incorporation

These Articles may be amended by a three-fourths (3/4) vote of the stockholders present and voting at any regular annual meeting of the corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every stockholder of the corporation not less than fourteen (14) days prior to the regular annual meeting of the corporation.

ARTICLE X

Liability and Action

(a) No officer, director or stockholder shall be personally liable for any debt or other obligation of the corporation.

(b) All actions of directors and stockholders the corporation may be taken by written consent pursuant to the appropriate provisions of the Florida General Corporation Act.

(c) Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

ARTICLE XI

Principal Office

The street and mailing address of the principal office of this corporation is **3919 E. 7th Ave., Tampa, Florida 33605.**

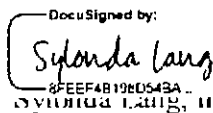
ARTICLE XII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **3919 E. 7th Ave., Tampa, Florida 33605**. The name of the initial registered agent of this corporation at that office is **Sean Hyer**.

ARTICLE XIII
Incorporator

The name and street address of this corporation's incorporator is **Sylonda Lang, 321 N. Clark St., Suite 2800, Chicago, Illinois 60654**.

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.

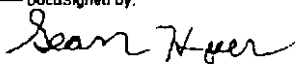
By:  _____
Sylonda Lang, incorporator

Dated: December 14, 2020

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 14, 2020

DocuSigned by:

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 Sean Hyer, Registered Agent

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