

1/29/2021

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**FLORIDA PROFIT/NON PROFIT CORPORATION
NG CAPITAL MANAGEMENT, INC.**

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**ARTICLES OF INCORPORATION
OF
NG CAPITAL MANAGEMENT, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (collectively, the "**FBCA**"), and more specifically pursuant to Sections 607.0120 and 607.0202 of the Florida Statutes, with the intent and for the purpose of creating and forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME, PRINCIPAL OFFICE & MAILING ADDRESS**

The full name of this corporation is: NG Capital Management, Inc. (the "**Corporation**"). The initial mailing address of the Corporation is: 100 Gulf Shore Drive, Unit # 309, Destin, FL 32541.

**ARTICLE II
CORPORATE ACTIVITIES, PURPOSE & POWERS**

The Corporation may engage in any activity or business permitted under the FBCA and the laws of the State of Florida. The Corporation shall have such authority and powers as may be necessary, proper, required, appropriate, incidental, advisable and/or convenient to carry-out and perform its activities and business and to accomplish its purpose.

**ARTICLE III
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of such capital stock for the Corporation are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$0.01	Common

The consideration for all of said capital stock shall be payable in cash, property (real personal, tangible or intangible) in lieu of cash, or labor and services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

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**ARTICLE IV
PERPETUAL EXISTENCE**

The Corporation shall commence its existence as of Friday, January 29, 2021 and shall exist in perpetually thereafter, unless sooner dissolved, liquidated and terminated pursuant to and in accordance with its Bylaws and/or applicable law.

**ARTICLE V
REGISTERED OFFICE & REGISTERED AGENT**

The initial registered office of this Corporation shall be: 515 East Park Avenue, 2nd Floor, Tallahassee, FL 32301. The initial registered agent, at that address, shall be: Capitol Corporate Services, Inc.

**ARTICLE VI
DIRECTORS**

The Corporation shall have the number of directors as set forth within its Bylaws. The directors of the Corporation shall hold office until his or her successors are duly appointed, elected and qualified pursuant to, and in accordance with, the Bylaws of the Corporation.

**ARTICLE VII
INCORPORATOR**

The name and initial mailing address of the Incorporator shall be: Nathaniel G. Dutt, 1905 NW Corporate Boulevard, Suite # 310, Boca Raton, FL 33431.

**ARTICLE VIII
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders of the Corporation shall not be subject to payment of the corporate debts, liabilities or obligations to any extent or for any purposes.

**ARTICLE IX
DIRECTOR & OFFICER IMMUNITY**

To the maximum extent permitted by the FBCA and/or other applicable law, or any subsequent provision of like tenor and import, the directors and officers of the Corporation shall not have personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty while serving as a director or officer of the Corporation. This provision shall limit and eliminate the liability of a director or officer of the Corporation to the maximum extent permitted, from time to time, by the FBCA or any successor law(s). Any repeal or modification of the foregoing protection (being permitted and provided by the shareholders of the Corporation) shall not adversely affect any right or protection of any director or officer of the Corporation existing at the time of such repeal or modification. Moreover, the Corporation may indemnify, defend, hold harmless and insure its directors and officers to the fullest extent permitted by applicable law.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of creating and forming a corporation to do business both within and outside the State of Florida, under the FBCA and the laws of the State of Florida, make, acknowledge, execute and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and accurate, and hereunto set my hand and seal this Friday, January 29, 2021.



Nathaniel C. Dutt, Incorporator

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Fax Audit Number: H21000040834 3**ACKNOWLEDGEMENT OF REGISTERED AGENT****CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT AND REGISTERED OFFICE
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to and in compliance with the FBCA and the laws of the State of Florida, the following certification is submitted:

First – That, the name of this Corporation is NG Capital Management, Inc.

Second – That, this Corporation desiring to organize under the FBCA and the laws of the State of Florida, has designated the following as the initial registered agent, the initial registered mailing address and the initial registered place of business for the service of process within this state:

Capitol Corporate Services, Inc.
515 East Park Avenue, 2nd Floor
Tallahassee, FL 32301

Having been named the registered agent of the above corporation to accept service of process, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity as registered agent, I am familiar with, and accept, the statutory obligations of registered agent, and I agree to comply with the provisions of the FBCA and Florida law relative to the proper and complete performance of my duties and the keeping the registered office open in the State of Florida.

Dated as of this Friday, January 29, 2021.

CAPITOL CORPORATE SERVICES, INC.

By: Kim Tadlock

Name: Kim Tadlock

Title: Asst Sec on behalf of Capitol Corporate Services, Inc.

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TADLOCK, KIM
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