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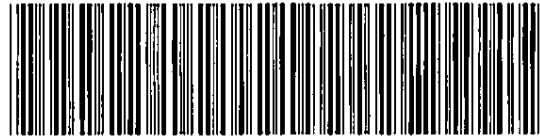
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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I200000000088

Date: 02/19/2021

Name: Chris Vick

Reference #: 1330723

Entity Name: CHILTON TRUST, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: 

• CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
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• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
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115 N CALHOUN ST., STE. 4
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COGENCYGLOBAL.COM

Account#: 1200000000088

Date: 02/19/2021

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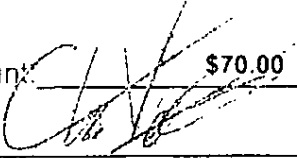
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70.00

Signature: 

CORPORATE HQ
COGENCY GLOBAL INC.
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ARTICLES OF CONVERSION
FOR
CONVERTING ELIGIBLE ENTITY
INTO
FLORIDA PROFIT CORPORATION

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is: CHILTON GROUP HOLDINGS, INC.

2. The converting entity is a corporation first organized, formed or incorporated under the laws of the State of Delaware on March 1, 2011.

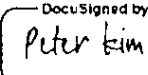
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: Chilton Trust, Inc.

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its organic jurisdiction.

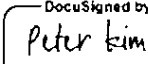
5. The conversion is effective on February 22, 2021 at 11:59 p.m.

IN WITNESS WHEREOF, this Articles of Conversion is signed effective as of the 22nd day of February, 2021.

CHILTON GROUP HOLDINGS, INC.

By: 
Name: Peter S. Kim
Title: Secretary

CHILTON TRUST, INC.

By: 
Name: Peter S. Kim
Title: Secretary

2021 FEB 22 AM 10:00

**ARTICLES OF INCORPORATION
OF
CHILTON TRUST, INC.**

2021 FEB 22 PM 10:22

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), as follows:

ARTICLE I.

Name

The name of this corporation is Chilton Trust, Inc. (the "Corporation").

ARTICLE II.

Purpose

The Corporation has been formed for the object and purpose of engaging in any and all lawful acts or activities for which a corporation may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III.

Principal Office and Mailing Address

The initial principal office address and mailing address of the Corporation is 396 Royal Palm Way, Palm Beach, Florida 33480.

ARTICLE IV.

Shares of Capital Stock

4.1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 250,000 shares of common stock, \$0.0001 par value per share (the "Common Stock"), (ii) 30,000 shares of Class A preferred stock, \$0.01 par value per share (the "Class A Preferred Stock"), (iii) 2,000 shares of Class B preferred stock, \$0.01 par value per share (the "Class B Preferred Stock") and (iv) 500 shares of Class C preferred stock, \$0.01 par value per share (the "Class C Preferred Stock" and, together with the Class A Preferred Stock and the Class B Preferred Stock, the "Preferred Stock"). The Common Stock and the Preferred Stock are sometimes referred to collectively herein as the "Stock". The Corporation may, by an amendment to these Articles of Incorporation (the "Articles of Incorporation") duly adopted, increase or decrease, at any time and from time to time (but not below the number of shares of Preferred Stock or Common Stock then outstanding), the number of authorized shares of Preferred Stock or Common Stock, as the case may be. Shares of Stock redeemed, purchased or otherwise acquired by the Corporation pursuant to the terms hereof shall be retired and shall revert to authorized but unissued Common Stock, Class A Preferred Stock, Class B Preferred Stock or Class C Preferred Stock, as the case may be.

4.2. Transfers. Each share of Common Stock may be issued subject to such transfer restrictions and/or mandatory repurchase provisions as may be from time to time determined by the Board of Directors of the Corporation (the "Board").

4.3. Dividends.

(a) Subject to the provisions of applicable law, holders of shares of Common Stock, Class A Preferred Stock and Class C Preferred Stock shall be entitled to receive dividends on each such share as from time to time may be declared by the Board out of funds legally available for such purpose; provided that from and after the date of the issuance of:

(i) any shares of Class C Preferred Stock, the holders of Class C Preferred Stock shall be entitled to receive, and the Corporation shall pay, a cumulative mandatory dividend at the rate of three percent (3%) of the aggregate Liquidation Preference (defined below) for the then-current amount of all issued and outstanding Class C Preferred Stock, per annum, payable quarterly and on a pro rata basis for each share of Class C Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Class C Preferred Stock) (the "Class C Mandatory Dividends"); provided, however, that if funds are not legally available for the payment of the Class C Mandatory Dividends, then such unpaid dividends shall accrue daily commencing on the day of the last payment thereon, calculated on the basis of a 365-day year, and, subject to the clause preceding this proviso, shall be deemed to accrue from such last payment date whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Certificate of Incorporation) the holders of Class C Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Class C Preferred Stock in an amount equal to the aggregate amount of the Class C Mandatory Dividends then accrued on each such share of Class C Preferred Stock and not previously paid;

(ii) any shares of Class A Preferred Stock, subject to the prior and superior right of the holders of any shares of Class C Preferred Stock set forth in Section 4.3(a)(i), the holders of shares of Class A Preferred Stock shall be entitled to receive, and the Corporation shall pay, dividends until an amount equal to \$10 million in the aggregate has been paid to the holders of Class A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Class A Preferred Stock) on a pro rata basis with respect to the number of shares of such class that are issued and outstanding (the "Class A Dividends"). The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends (x) pursuant to Section 4.3(a)(i) herein or (y) on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Certificate of Incorporation) the holders of Class A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Class A Preferred Stock in an amount equal to each such share's pro rata portion of the balance of any then-unpaid Class A Dividends. Upon satisfaction of payment of the Class A Dividends, the Class A Preferred Stock shall no longer be entitled to any dividends; and

(iii) any shares of Common Stock, subject to the prior and superior right of the holders of (x) Class C Preferred Stock set forth in Section 4.3(a)(i) and (y) Class A Preferred Stock set forth in Section 4.3(a)(ii), thereafter, each holder of any shares of Common Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock) shall be entitled to receive each such share's pro rata portion of any dividends when, as and if declared by the Board.

(b) For the avoidance of doubt, no dividends shall be payable on the Class B Preferred Stock.

4.4. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation or upon the sale of substantially all of the Corporation's assets, whether voluntary or involuntary (a "Liquidation Event"), the Corporation's assets, or the proceeds from the sale thereof to the extent sufficient therefor, shall be applied and distributed to the maximum extent permitted by law, in the following order:

(a) first, to creditors (including shareholders who are creditors, to the extent permitted by law) in satisfaction of all of the Corporation's debts and other liabilities;

(b) second, to the holders of Class B Preferred Stock and the holders of Class C Preferred Stock, in each case, on a pro rata basis, in an amount equal to \$10,000 per share of each of Class B Preferred Stock and Class C Preferred Stock, respectively (in respect of each such class, the "Liquidation Preference");

(c) third, to the holders of Class A Preferred Stock, on a pro rata basis, in an amount equal to the balance of any unpaid Class A Dividends at the time of the Liquidation Event; and

(d) thereafter, any remaining proceeds shall be 100% distributed to holders of Common Stock on a pro rata basis.

For the avoidance of doubt, within each class of Stock, liquidation payments shall be paid on a pro rata basis with respect to the number of shares of such class that are issued and outstanding.

4.5. Voting. Except as otherwise expressly set forth herein or in the by-laws, holders of Common Stock shall vote together as a single class on all matters voted on by shareholders of the Corporation, and the Class A Preferred Stock, the Class B Preferred Stock and the Class C Preferred Stock shall have no voting rights, except as specifically set forth herein.

4.6. Anti-Dilution. No shares of Class A Preferred Stock shall be issued without the prior consent of a majority of the holders of the outstanding shares of Class A Preferred Stock. No shares of Class B Preferred Stock shall be issued without the prior consent of the holders of a majority of the outstanding shares of Class B Preferred Stock. No shares of Class C Preferred Stock shall be issued without the prior consent of the holders of a majority of the outstanding shares of Class C Preferred Stock.

4.7. Record Holders. The Corporation shall be entitled to recognize the exclusive right of a person registered in its records as the holder of shares of Stock and such record holders shall be deemed the holders of such shares for all purposes.

ARTICLE V. Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 396 Royal Palm Way, Royal Palm Way, Palm Beach, Florida 33480, and the name of the initial registered agent of the Corporation at that address is Chilton Investment Services, LLC.

ARTICLE VI. Amendments

Except as otherwise specifically provided in these Articles of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and to add or insert other provisions authorized at such time by the laws of the State of Florida, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereinafter amended are granted subject to the rights reserved in this Article V.

ARTICLE VII. Liability and Indemnification

7.1. To the fullest extent permitted by the Act (as the same may be amended or supplemented from time to time), a director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person except as expressly set forth in the Act, and if the Act is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time.

7.2. The Corporation shall, to the fullest extent permitted by applicable law (including but not limited to the Act), indemnify each present and future director and officer and his or her heirs, executors and administrators against all costs, expenses (including attorneys' fees), judgments, and liabilities, reasonably incurred by or imposed on him or her in connection with or arising out of any claim or any action, suit or proceeding, civil or criminal, in which he or she may be or become involved by reason of his or her being or having been a director or officer of the Corporation, or of any of its subsidiary companies, or of any other Corporation in which he or she served or serves as a director or officer at the request of the Corporation, irrespective of whether or not he or she continues to be a director or an officer at the time he or she incurs or becomes subjected to such costs, expenses (including attorneys' fees), judgments, and liabilities. Such

indemnification shall be governed by and in accordance with, and subject to the conditions set forth in, the Corporation's Bylaws.

7.3. The right of indemnification provided for in this Article or in the Corporation's Bylaws shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law and such rights, if any, shall also inure to the benefit of the heirs, executors or administrators of any such director or officer.

7.4. No repeal or modification of this Article by the shareholders shall adversely affect any right or protection of a director or officer of the Corporation or his or her heirs, executors or administrators existing by virtue of this Article at the time of such repeal or modification.

**ARTICLE VIII.
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Michael V. Mitrione, Esq.
Gunster, Yoakley & Stewart, P.A.
777 S Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator on this 22nd day of February, 2021.

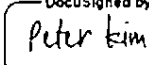
Michael V. Mitrione

Michael V. Mitrione, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, Chilton Investment Services, LLC hereby accepts the appointment as registered agent and agrees to act in this capacity. Chilton Investment Services, LLC further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

CHILTON INVESTMENT SERVICES, LLC

By: 
Name: Peter S. Kim
Title: Secretary

Dated: February 22, 2021