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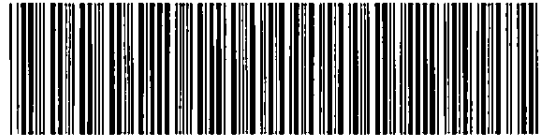
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Amended &
Restated

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2024 AUG -9 AM 11:31

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A. RAMSEY
AUG 12, 2024



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
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Account#: I20000000088
For any issues please contact
Cheyanne Davis
(850) 202-1882

Date: 08/09/2024

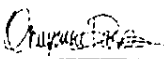
Name: Cheyenne Davis

Reference #: 2464213

Entity Name: CHILTON TRUST, INC.

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☐ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☒ Other RESTATE CERTIFICATE FILING -- PLEASE ATTACH CERTIFIED COPIES UPON FILING

Authorized Amount: \$.

Signature: 

4 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

5 EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
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6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

6 ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHILTON TRUST, INC.

FILED
2024 AUG -9 AM 11:31
CLERK OF DISTRICT COURT
JANUARY 1, 2025

This *Florida Profit Corporation* adopts these Amended and Restated Articles of Incorporation, pursuant to Sections 607.1006 and 607.1007 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) 2,000 shares of Class B preferred stock, \$0.01 par value per share (the "Class B Preferred Stock") and (iii) 900 shares of Class C preferred stock, \$0.01 par value per share (the "Class C Preferred Stock" and, together with 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 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 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; and

(ii) any shares of Common Stock, subject to the prior and superior right of the holders of Class C Preferred Stock set forth in Section 4.3(a)(i), 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"); and

(c) 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 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 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.

Article Consolidation

These Amended and Restated Articles of Incorporation consolidate all amendments into a single document.


ARTICLE IX.

Adoption and Filing of Amended and Restated Articles of Incorporation

Each amendment contained within these Amended and Restated Articles of Incorporation was adopted by the shareholders as of the date set forth below. The number of votes cast for each amendment by the shareholders was sufficient for the approval of such amendment.

These Amended and Restated Articles of Incorporation are being filed pursuant to Section 607.0120(11) of the Act in connection with the cancellation of all issued shares of Class A preferred stock, \$0.01 par value per share, of the Corporation outstanding immediately prior to the effective date of these Amended and Restated Articles of Incorporation, in exchange for the issuance of a combination of shares of Common Stock and Class B Preferred Stock to the holder of such shares of Class A preferred stock pursuant to a share exchange agreement between the Corporation and such holder.

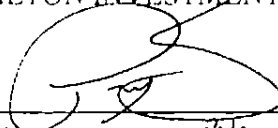
IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned on this 9th day of August, 2024.


Name: Peter Kim
Title: Secretary

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 Amended and Restated 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 K. M.
Title: GC

Dated: August 9, 2024