

5/21/2021

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FLORIDA PROFIT/NON PROFIT CORPORATION
MJD3 South Inc.

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ARTICLES OF INCORPORATION
OF
MJD3 SOUTH INC.

The undersigned hereby establishes the following for the purpose of forming a corporation under Chapter 607, Florida Statutes, the Florida Business Corporation Act ("the Act"):

Article I – Name

The name of this corporation is MJD3 South Inc. (the "Corporation").

Article II - Principal Office

The mailing address and the street address of the principal office of the Corporation is 2000 PGA Blvd., Suite 4440, Palm Beach Gardens, FL 33408.

Article III – Purpose

The Corporation is organized for the purpose of transacting any or all lawful business under the Act.

Article IV - Capital Stock

The maximum number of shares of capital stock which the Corporation is authorized to issue is 1,000 shares of common stock, \$0.01 par value.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 801 US Highway 1, North Palm Beach, FL 33408, and the name of the initial registered agent at that address is Corporate Creations Network, Inc.

Article VI - Initial Board of Directors

The Corporation shall have a Board of Directors (the "Board") consisting of between one and three. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article VII – Indemnification

- (i) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding (except as provided in Paragraph (vi)) whether civil, criminal or administrative, (a "Proceeding"), or is contacted by any governmental or regulatory body in connection with any investigation or inquiry (an "Investigation"), by

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reason of the fact that he or she is or was a director or executive officer (as such term is utilized pursuant to interpretations under Section 16 of the Securities Exchange Act of 1934) of this corporation or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an "Indemnitee"), whether the basis of such Proceeding or Investigation is alleged action in an official capacity or in any other capacity as set forth above shall be indemnified and held harmless by this corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits this corporation to provide broader indemnification rights than such law permitted this corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. The right to indemnification conferred herein shall be a contract right and shall include the right to be paid by this corporation the expenses incurred in defending any such Proceeding in advance of its final disposition (an "Advancement of Expenses"); provided, however, that an Advancement of Expenses shall be made only upon delivery to this corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses hereunder or otherwise (an "Undertaking").

- (ii) If a claim under Paragraph (i) is not paid in full by this corporation within 60 days after a written claim has been received by this corporation, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be 30 days, the Indemnitee may at any time thereafter bring suit against this corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by this corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In
- (A) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that, and
 - (B) any suit by this corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking this corporation shall be entitled to recover such expenses upon a final adjudication that,

the Indemnitee has not met the applicable standard of conduct set forth in the Act. Neither the failure of this corporation (including its board of directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such suit that

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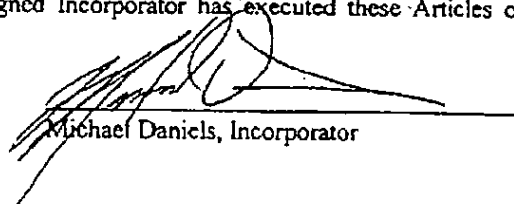
indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Act, nor an actual determination by this corporation (including its board of directors, independent legal counsel, or its shareholders) that the Indemnitee has not met such applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right hereunder, or by this corporation to recover an Advancement of Expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified or to such Advancement of Expenses hereunder or otherwise shall be on this corporation.

- (iii) The rights to indemnification and to the Advancement of Expenses conferred herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these articles of incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.
- (iv) This corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of this corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not this corporation would have the power to indemnify such person against such expense, liability or loss under the Act.
- (v) This corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the Advancement of Expenses, to any employee or agent of this corporation to the fullest extent of the provisions set forth herein with respect to the indemnification and Advancement of Expenses of directors, and executive officers of this corporation.
- (vi) Notwithstanding the indemnification provided for herein, this corporation's bylaws, or any written agreement, such indemnity shall not include any expenses incurred by such Indemnitees relating to or arising from any Proceeding in which this corporation asserts a direct claim against any Indemnitee whether such claim by this corporation is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article VIII – Incorporator

The name and address of the person signing these articles is Michael Daniels at 2000 PGA Blvd., Suite 4440, Palm Beach Gardens, FL 33408.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of May, 2021.



Michael Daniels, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of MJD3 South Inc. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: 05/21/2021

Corporate Creations Network Inc.

By: 

Print Name: Kevin Duteau

Print Title: Special Secretary

Registered Agent

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