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Florida Department of State
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To: Division of Corporations
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Email Address: SLURIE@COLLECTIBLESGROUP.COM

**FLORIDA PROFIT/NON PROFIT CORPORATION
NEW NGC, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION
OF NEW NGC, INC.**

ARTICLE I - NAME

The name of the Corporation shall be: New NGC, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 5501 Communication Parkway, Sarasota, FL 34240.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented.

ARTICLE IV - SHARES

The aggregate number of shares of stock which the Corporation shall have the authority to issue shall be two thousand (2,000) shares of common stock divided into two (2) classes as follows: one thousand (1,000) shares of Voting common stock with no par value and one thousand (1,000) shares of Non-Voting common stock with no par value. The Voting common stock shall have the exclusive right to vote with all powers incident thereto, however, all shares of stock shall be identical in every other respect including equal rights in and to the profits and assets of the Corporation.

ARTICLE V - REGISTERED AGENT

The name and Florida street address of the registered agent is Steven Eichenbaum, 5501 Communication Parkway, Sarasota, FL 34240.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is: Steven Eichenbaum, 5501 Communication Parkway, Sarasota, FL 34240.

ARTICLE VII - SHARE REDEMPTION UPON REDEMPTION EVENT.

(a) The Board of Directors shall have the option to immediately redeem all shares of stock of the Corporation (the "Redemption Shares") held by a stockholder causing any Redemption Event. For purposes herein, a "Redemption Event" means, with respect to any stockholder, the first to occur of (i) the execution of the final order of conviction of the stockholder for crimes involving fraud that directly and adversely impacts or affects the Corporation (ii) the stockholder's violation or anticipated violation, as determined by the Board of Directors in its sole discretion, of the terms of any stockholders agreement to which the stockholder is a party regarding such shares,

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if that violation is deemed by the Board to have a direct and material negative impact on the Corporation or (iii) acts or omissions of such stockholder or actions derivative to such acts or omissions, which, as determined by the Board of Directors in its sole discretion, jeopardize the Corporation's "S" election under Section 1362 of the Internal Revenue Code.

(b) The price to be paid by the Corporation to the redeeming stockholder or his successor in interest for such Redemption Shares shall be equal to the fair value of such redeemed shares, as provided by Chapter 607.1301 of the Florida Business Corporation Act., or other appraisal mechanism as may be determined by the Board of Directors from time to time.

(c) The provisions of this Article VII shall apply to all shares owned by all stockholders, whether owned prior to the adoption of this Article VII or thereafter.

ARTICLE VIII - LIMITED REMEDY

Any shareholder who asserts a claim under Section 607.1430(1)(b) of the Florida Business Corporation Act or any successor statute thereto in a proceeding brought before a court of competent jurisdiction wherein such claim is deemed valid and thereafter upheld after all appropriate appeals have been exhausted, shall be entitled, as his exclusive remedy, to have the Corporation purchase all of his shares of the Corporation at a purchase price and under payment terms prescribed in any shareholder agreement in effect at the date the shareholder initiates such a proceeding under Section 607.1430(1)(b) or in the absence of such shareholder agreement he shall be limited to the remedies set forth in Section 607.1436.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each director, officer and employee in accordance with the applicable standard of conduct and/or circumstances set forth under the provisions of the Florida Business Corporation Act, Sections 607.0850-607.0859. Such a determination that indemnification is proper shall be made by majority vote of the board of directors which vote shall include the vote of a director who was a party to or otherwise involved in the conduct giving rise to the necessity for indemnification. Such a determination by the board of directors shall be binding upon the director, officer and/or employee and the Corporation's shareholders.

ARTICLE X - VOTING

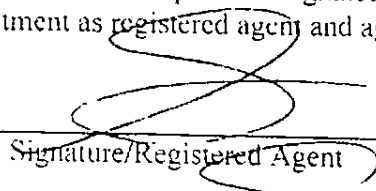
The following matters shall require approval of the holders of at least a majority of the outstanding voting shares by written consent or at a duly convened shareholder meeting:

- (1) The election of directors;
- (2) Matters pertaining to issuance of Corporation stock;
- (3) Organic changes in the Corporation's structure, including but not limited to, mergers, dissolutions, consolidations, liquidations, and similar transactions; and
- (4) The amendment of the Articles of Incorporation of the Corporation.

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Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

06-17-2021

Date



Signature/Incorporator

06-17-2021

Date

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