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FLORIDA PROFIT/NON PROFIT CORPORATION**HR Structures, Inc.**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
HR STRUCTURES, INC.**

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is HR Structures, Inc.

Article II - Nature of Business

This Corporation if being organized to be the exclusive distributor of HR Structure products in the United States and may engage in any activity or business permitted under the laws of the United States or the State of Florida necessary to engage in and pursue such purpose.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 251 S.E. 6th Court, Pompano Beach, Florida 33060. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have two (2) Director(s) initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successor(s) is (are) elected or appointed and shall have qualified is (are):

Heinz Roder
c/o HR-Structures GmbH
Zum Hohenrain 12
36355 Grebenhain, Germany

Simon Kahler
Buchenweg 10
63683 Ortenberg
Germany

Jeffrey Malcolm McInnes
251 S.E. 6th Court
Pompano Beach, Florida 33060

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Article VIII - Initial Officers

The name, title and address of the initial Officers of this Corporation who shall hold office until their successor(s) is (are) elected or appointed is (are):

Jeffrey Malcolm McInnes, President, Treasurer and Secretary
251 S.E. 6th Court
Pompano Beach, Florida 33060

Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Ellen Gilmore, Esq.
Greenspoon Marder LLP
200 E. Broward Boulevard, Suite 1800
Fort Lauderdale, Florida 33301

Article X - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.

2. The stockholders may, pursuant to the Bylaws or by stockholders agreement, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors.

4. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

5. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not

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guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article XI - Registered Agent


The Registered Agent and registered office of the Corporation shall be:

Greenspoon Marder LLP
200 E. Broward Boulevard Suite 1800
Fort Lauderdale, Florida 33301

Article XII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of September, 2021.


Ellen Gilmore, Incorporator

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CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act.

FIRST -- That HR Structures, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Pompano Beach, County of Broward, State of Florida, has named Greenspoon Marder LLP as Registered Agent, who may be served at the registered office located at 200 E. Broward Boulevard, Suite 1800, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Greenspoon Marder LLP



Ellen Gilmore, on behalf of the Firm

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FAX COVER SHEET

TO FL Division of Corporations

COMPANY

FAX NUMBER 18506176381

FROM Andrea Ortega

DATE 2021-09-10 15:04:26 GMT

RE AOA- JQ Foundation Corp

COVER MESSAGE

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