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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ZP NO. 339 MANAGER, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: DONNA DICKENS
Name (Printed or typed)

POST OFFICE BOX 2628
Address

WILMINGTON, NC 28402
City, State & Zip

(910) 763-4669 X 204
Daytime Telephone number

DonnaDickens@zdc.com
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FL 32314

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NOTE: Please provide the original and one copy of the articles.

Florida Department of State
Division of Corporations

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I

Name

The name of this Corporation shall be ZP NO. 339 MANAGER, INC.

ARTICLE II

Principal Office

The principal office of business and mailing address of this Corporation shall be:

Street Address: 111 Princess Street
Wilmington, North Carolina 28401

Mailing Address: Post Office Box 2628
Wilmington, North Carolina 28402

ARTICLE III

Shares

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: Ten Thousand (10,000).

ARTICLE IV

Registered Agent

The name and Florida street address of the initial registered agent is:

Name: CT Corporation System
Address: 1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE V

Limitation of Liability

No person who is serving or who has served as a director of the Corporation shall be liable to the Corporation or any of its shareholders for monetary damages for breach of duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of such breach knew or

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TALLAHASSEE, FL

believed was clearly in conflict with the best interests of the Corporation, (ii) any transaction from which the director derived an improper personal benefit, (iii) acts or omissions occurring prior to the effective date of these Articles of Incorporation, or (iv) acts or omissions with respect to which the Florida Business Corporation Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his services as a director, officer, employee, independent contractor, attorney, or consultant of the Corporation. No amendment or repeal of this article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE VI

Loan Provision

For so long as (i) the Loan is outstanding pursuant to the Note, the Loan Agreement and the other Loan Documents, and/or (ii) the Mezzanine Loan is outstanding pursuant to the Mezzanine Loan Documents, the Corporation shall not file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors without the affirmative vote of each Independent Director and of all other directors. As used in the preceding sentence, capitalized terms shall have the meaning set forth in that certain Loan Agreement between ZP NO. 339, LLC and Athene Annuity and Life Company, its successors and/or assigns.

ARTICLE VII

Incorporator

The name and street address of the incorporation to these Articles of Incorporation is:

Name: Jeffrey L. Zimmer
Street Address: 111 Princess Street
Wilmington, North Carolina 28401

ARTICLE VIII

Effective Date

The effective date of these Articles of Incorporation shall be the date of filing.

[Signature Page to Follow]

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

CT CORPORATION SYSTEM

By: Nichol McCroy Nichol McCroy, Assistant Secretary 09/30/2021
Required Signature/Registered Agent Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

ZP NO. 339 MANAGER, INC.

By: Jeffrey L. Zimmer Jeffrey L. Zimmer, President

9/30/21
Date

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