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**FLORIDA PROFIT/NON PROFIT CORPORATION
WILD HONEY VENTURES, INC.**

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SUNTRUST CENTER
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SUITE 2900

POST OFFICE BOX 1549
ORLANDO, FLORIDA 32801

PHONE: 407.422.6600
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www.bakerdonelson.com

JANICE A. DEJULIO, CP
Direct Dial: 407.367.5428
E-Mail Address: jdejulio@bakerdonelson.com

June 22, 2022

Via email to:
Capitol Services, Inc.
515 East Park Avenue, 2nd Floor
Tallahassee, Florida 32301

Re: Request for Fax-Filing and Certified Copy of Articles of Incorporation for Wild
Honey Ventures, Inc. with Florida Department of State

Please e-mail the State data filing correspondence and invoice regarding the filing to
be e-mailed to Theresa J. Ward, the sole Director of the Wild Honey Ventures, Inc. at the following e-mail address: theresa.j.ward@wildhoneyfroyo.com
office phone number: 850-207-0027

honeybcc@wildhoneyfroyo.com

Please e-mail the certified copy to me upon receipt along with your invoice for all charges.
Our Baker Donelson reference on the invoice should be: "2780997-01-Wild Honey Ventures Inc."

Sincerely,

Janice A. DeJulio

Janice A. DeJulio, CP

Attachment

4891-0270-9030v1
2780997-000001

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**ARTICLES OF INCORPORATION
OF
WILD HONEY VENTURES, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be Wild Honey Ventures, Inc. (the "Corporation"), and its principal place of business and mailing address shall be 7135 Bayshore Drive, Milton, Florida 32583.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSE; GENERAL POWERS

The general purpose of the Corporation shall be to transact any and all lawful business allowed under Florida law. The Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended (the "Act"), and all such other powers as are permitted by applicable law.

ARTICLE IV

CAPITAL STOCK

1. **Number and Classes of Shares Authorized; Par Value.** This Corporation is authorized to issue one hundred (100) shares of voting common stock (the "Shares"), each having one dollar (\$1.00) par value.

2. **Voting Rights.** The holders of Shares shall possess and exercise exclusive voting rights and at all meetings of the shareholders. Each record holder of Shares shall be entitled to one vote for each Share held. Shareholders shall have no cumulative voting rights

3. **Consideration for Issuance of Shares.** The Board of Directors of the Corporation may from time to time issue the authorized Shares of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized Shares of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or

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services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. No. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new Shares of the Corporation or of any Shares of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other Share at the same price at which it is offered to others or at any other price.

ARTICLE V

S CORPORATION STATUS

1. S Election. The Corporation has elected, or intends to elect, to be taxed as a Subchapter S corporation under the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation may not authorize or issue any class of stock that would constitute a "second class of stock" under Treasury Regulations §1.1361-1(i), or any amended or replacement regulation. No shareholder shall do any act (including the sale or transfer of his or her Shares in the Corporation) which would contravene or revoke the Corporation's election to be taxed as a Subchapter S corporation. Any such action shall be null and void unless a majority of the Shareholders approve such action.

2. Required Distributions. The Corporation shall make distributions no later than April 15 of each year in an amount sufficient to pay the shareholders' estimated income taxes under the Code (computed at the highest individual tax rate) and which arise out of the net earnings of the Corporation attributed to them unless the Corporation is prohibited from making the distribution under Florida law or by lenders to the Corporation.

3. Qualified Purchasers and Recipients of Shares. The purchaser or recipient of any Shares of the Corporation must be a person qualified to be a shareholder of an S corporation as determined under the Code. No purchase or transfer of the Shares of the Corporation shall be valid unless the purchaser or recipient of the Shares qualifies under the Code as a holder of S Corporation stock. The Corporation may refuse to transfer Shares to any non-qualified purchaser or recipient or to the trustee of a trust which the Corporation determines is not a qualified shareholder of a Subchapter S corporation.

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4. **Legend.** The following legend shall appear conspicuously on each Share certificate issued by the Corporation:

"The shares evidenced by this certificate may not be transferred to any party that is not a permitted shareholder of stock in a Subchapter S corporation without the written consent of shareholders owning a majority of the stock of the Corporation entitled to vote."

5. **Shareholder Action.** This Article V may not be amended, and any other actions of the shareholders that would disqualify the Corporation as a Subchapter S corporation under the Code will not be permitted, without the vote of two-thirds (2/3'rds) of the Shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 7135 Bayshore Drive, Milton, Florida 32583, and the name of the initial registered agent of the Corporation at that address is Theresa T. Ward. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the bylaws. The name and street address of the initial director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Theresa T. Ward	7135 Bayshore Drive, Milton, Florida 32583

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is: Theresa T. Ward, 7135 Bayshore Drive, Milton, Florida 32583.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

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The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE XI

AMENDMENT


The Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set her name and seal this 20th day of June, 2022.


Theresa T. Ward, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

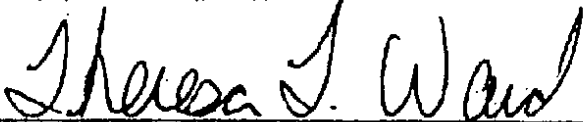
Wild Honey Ventures, Inc., desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 7135 Bayshore Drive, Milton, Florida 32583, has named and designated Theresa T. Ward, with a registered office located at 7135 Bayshore Drive, Milton, Florida 32583, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and the undersigned is familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation, and the undersigned further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of the undersigned's duties as Registered Agent.

Dated as of this 20th day of June, 2022.

REGISTERED AGENT:


Theresa T. Ward