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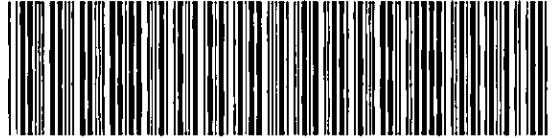
(Business Entity Name)

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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
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COGENCYGLOBAL.COM

Account#: 120000000088

Date: 11/29/2022

Name: Chris Vick

Reference #: 1840485

Entity Name: 3SNJ HOLDINGS, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY UPON FILING

Authorized Amount: \$128.75

Signature: 

● CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

● EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #9010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

● ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

Articles of Domestication
Foreign Corporation Domesticating to Florida

The undersigned, Stephen Smith, President
(Name) (Title)

of 3SNJ Holdings, Inc., a foreign
corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of
Domestication.

1. Then name of the domesticating corporation is 3SNJ Holdings, Inc.
(Foreign Corporation)
2. The jurisdiction and date of its formation is Massachusetts, December 22, 2020
3. The name of the domesticated corporation is 3SNJ Holdings, Inc.
4. The jurisdiction of formation of the domesticated corporation is **Florida**
5. The domestication corporation is a foreign corporation and the domestication was
approved in accordance with its organic law.
6. Attached are Florida Articles of Incorporation to complete the domestication
requirements pursuant to s.607.0202, F.S.

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.

Stephen Smith

(Authorized Signature)

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CLERK OF THE CIRCUIT COURT
22 NOV 29 PM 6:28

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

3SNJ Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

Principal Address

22-106 Royal Palm Way

Boca Raton, FL 33432

Mailing Address

22-106 Royal Palm Way

Boca Raton, FL 33432

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

Holding company

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS: See Attachment IV.

ARTICLE V REGISTERED AGENT AND STREET ADDRESS

THE **NAME AND FLORIDA STREET ADDRESS** (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:

Stephen Smith

22-106 Royal Palm Way

Boca Raton, FL 33432

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

DocuSigned by:

Stephen Smith
Signature/Registered Agent

11/28/2022

Date

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ARTICLE VI DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Name & Title: Stephen Smith, President & Secretary
Address: 22-106 Royal Palm Way
Boca Raton, FL 33432

Name & Title: Shyamal Jajodia, Treasurer & Director
Address: 8 Oneida Road
Winchester, MA 01890

Name & Title: Nader Tirandazi, Director
Address: 17261 Circa Oriente
Rancho Santa Fe, CA 92067

Name & Title: _____
Address: _____

Name & Title: Stephen Roach, Director
Address: 400 Kaywoody Court
Raleigh, NC 27615


Name & Title: Johannes Lombard, Director
Address: 5824 Heatherston Drive
Raleigh, NC 27606

Name & Title: _____
Address: _____

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NOV 29 2022
Raleigh, NC

ARTICLE VII - See Attachment VII

I submit this document and affirm that the facts stated herein are true. I am aware that 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.

DocuSigned by:

Signature/Authorized Person

11/28/2022
Date

ATTACHMENT IV

In accordance with Section 607.0601 of the Florida Business Corporation Act, (Florida Statutes, Title XXXVI, Chapter 607) (the "FBCA"), the corporation's Common Stock is divided into two series, as follows: 25,000 shares of the corporation's authorized Common Stock are hereby designated as "Common A Stock" and 25,000 shares of the corporation's authorized Common Stock are hereby designated as "Common B Stock". The Common A Stock and the Common B Stock shall constitute a single class of Common Stock, and are referred to below collectively as the "Common Stock", with identical rights, powers, privileges and preferences, except with respect to voting rights, as set forth below. All shares of Common Stock outstanding as of the date of these Articles of Amendment are hereby reclassified as shares of Common A Stock.

1. Voting. The holders of the Common A Stock are entitled to one vote for each share of Common A Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The holders of Common B Stock shall not be entitled to any vote in respect of their shares of Common B Stock.

2. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

3. Liquidation. Upon the dissolution or liquidation of the corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the corporation available for distribution to its shareholders, pro rata in accordance with the number of shares of Common Stock held by them.

4. Conversion of Common A Stock to Common B Stock. Each outstanding share of Common A Stock held by an Affected Shareholder shall be automatically converted into a share of Common B Stock upon a Conversion Event with respect to an Affected Shareholder, without any further action on the part of such Affected Shareholder. Notwithstanding the foregoing, a Conversion Event may be waived by the affirmative vote or written consent of the corporation's Board of Directors, in which case such Affected Shareholder's shares shall remain shares of Common A Stock, with full voting rights as set forth in Section 1, above. For purposes of this Section 4, the following terms shall have the following meanings:

(a) An "Affected Shareholder" shall mean an Original Shareholder and any Permitted Transferee of an Original Shareholder.

(b) A "Conversion Event" shall mean: (i) the death or permanent incapacity of such Affected Shareholder (or, if such Affected Shareholder is a Permitted Transferee of an Original Shareholder, such Original Shareholder); (ii) the termination of such Affected Shareholder's employment (or, if such Affected Shareholder is a Permitted Transferee of an Original Shareholder, such Original Shareholder's employment) with the Investment Group, for whatever reason, provided that this clause (ii) shall not apply to Stephen Smith if his termination of employment occurs more than one year from the date hereof; (iii) the Affected Shareholder becomes an Insolvent Shareholder; or (iv) the Affected Shareholder's

shares of Common A Stock are transferred pursuant to a qualified domestic relations order.

(c) An "Insolvent Shareholder" shall mean a shareholder who becomes bankrupt, insolvent, or becomes subject (whether voluntarily or involuntarily) to any applicable bankruptcy or insolvency law seeking any readjustment, arrangement, composition, postponement or reduction of debts, liabilities or obligations, which proceeding is not dismissed within 60 days.

(d) The "Investment Group" means any business organization in which the Company holds any equity or debt, and any direct or indirect subsidiary of such business organization.

(e) An "Original Shareholder" means Stephen Roach, Shyamal Jajodia, Stephen Smith, Johannes Lombard and Nader Tirandazi.

(f) A "Permitted Transferee" shall mean (i) a revocable trust for the benefit of a shareholder and/or such shareholder's spouse or children, provided that the shareholder is and remains the sole trustee of such trust and at all times maintains complete voting control with respect to the shares of Common A Stock so transferred; or (ii) any other person or entity approved by the affirmative vote or written consent of the corporation's Board of Directors.

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DIVISION OF CORPORATIONS

ATTACHMENT VII

7A. LIMITATION OF DIRECTOR LIABILITY

Except to the extent that the FBCA prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

7B. INDEMNIFICATION

1. The corporation shall, to the fullest extent permitted by the applicable provisions of the FBCA, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the corporation, or is or was serving, or has agreed to serve, at the request of the corporation, as a director or officer of, or in a similar capacity with, another organization or in any capacity with respect to any employee benefit plan of the corporation (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom, unless such Indemnitee shall be finally adjudicated in such action, suit or proceeding (the following shall be referred to herein as the "Standard of Conduct") (a) not to have acted in good faith in the reasonable belief that (i) his action was in the best interests of the corporation, or (ii) his action was at least not opposed to the best interests of the corporation, and, (iii) in the case of any criminal proceeding, he had no reasonable cause to believe his action was unlawful; (b) to have engaged in conduct for which he shall be liable under Section 6A of this Article, or, (c) to the extent such matter relates to service with respect to an employee benefit plan, not to have acted in what he reasonably believed to be the interests of the participants or beneficiaries of such employee benefit plan.

2. Notwithstanding the provisions of Section 1 of this Section 7B, in the event that a pending or threatened action, suit or proceeding is compromised or settled in a manner which imposes any liability or obligation upon an Indemnitee in a matter for which such Indemnitee would otherwise be entitled to indemnification hereunder, no indemnification shall be provided to such Indemnitee with respect to such matter if it is determined that such Indemnitee did not act in accordance with the Standard of Conduct described in paragraph 1 of this Section 7B.

3. As a condition precedent to his right to be indemnified, the Indemnitee must notify the corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving him for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the corporation is so notified, the corporation will be

entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnitee.

4. In the event that the corporation does not assume the defense of any action, suit, proceeding or investigation of which the corporation receives notice under this Article, the corporation shall pay in advance of the final disposition of such matter any expenses (including attorneys' fees) incurred by an Indemnitee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom; provided, however, that the payment of such expenses incurred by an Indemnitee in advance of the final disposition of such matter shall be made only upon receipt of (a) a written affirmation of his good faith belief that he has met the Standard of Conduct described in paragraph 1 of this Section 7B, or that the action, suit, proceeding or investigation involves conduct for which liability will be eliminated pursuant to Section 6A of this Article; and (b) an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the corporation as authorized in this Article, which undertaking shall be accepted without reference to the financial ability of the Indemnitee to make such repayment; and further provided that no such advancement of expenses shall be made if it is determined that the Indemnitee (a) did not act in good faith in the reasonable belief that (i) his action was in the best interests of the corporation, or (ii) his action was at least not opposed to the best interests of the corporation, and, (iii) in the case of any criminal proceeding, he had reasonable cause to believe his action was unlawful; (b) engaged in conduct for which he shall be liable under Section 7A of this Article, or, to the extent such matter relates to service with respect to an employee benefit plan, he did not act in what he reasonably believed to be the interests of the participants or beneficiaries of such employee benefit plan.

5. (a) All determinations hereunder as to the entitlement of an Indemnitee to advancement of expenses shall be made by:

(i) a vote of the directors of the corporation, provided however, that,

(A) if there are 2 or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two or more disinterested directors appointed by the vote; or

(B) if there are fewer than 2 disinterested directors, by the majority vote of a quorum of the directors of the corporation, in which vote directors who do not qualify as disinterested directors may participate; or

(ii) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, but shares owned by or voted under the control of a director who at the time does not qualify as a disinterested director may not be voted on the determination,

(iii) as otherwise permitted by law.

(b) All determinations hereunder as to the entitlement of an indemnitee to indemnification of expenses shall be made by:

- (i) if there are 2 or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of 2 or more disinterested directors appointed by vote;
 - (ii) by special legal counsel
 - (A) selected in the manner prescribed in clause (i); or
 - (B) if there are fewer than two disinterested directors, selected by the board of directors, in which selection directors who do not qualify as disinterested directors may participate; or
 - (iii) by a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, but shares owned by or voted under the control of a director who at the time does not qualify as a disinterested director may not be voted on the determination.
- (c) All authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested directors, authorization of indemnification shall be made by those entitled under subclause (B) of clause (ii) of subparagraph (b) to select special legal counsel.

6. The corporation shall not indemnify an Indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnitee unless the initiation thereof was approved by the Board of Directors of the corporation. In addition, the corporation shall not indemnify any such Indemnitee to the extent such Indemnitee is reimbursed from the proceeds of insurance, and in the event the corporation makes any indemnification payments to any such Indemnitee and such Indemnitee is subsequently reimbursed from the proceeds of insurance, such Indemnitee shall promptly refund such indemnification payments to the corporation to the extent of such insurance reimbursement.

7. The indemnification rights provided in this Article (i) shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any law, agreement or vote of shareholders or directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such Indemnities. The corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the corporation or other persons serving the corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

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