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FLORIDA PROFIT/NON PROFIT CORPORATION

Foote Holdings, Inc.

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ARTICLES OF INCORPORATION OF FOOTE HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of this Corporation is Foote Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 721 Pease Lane, West Islip, New York 11795.

ARTICLE III - NATURE OF BUSINESS

The purpose for which this Corporation is organized is real estate investment and consulting.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding any one time is one hundred (100) shares of common stock with a par value of \$0.01 per share.

ARTICLE V - BOARD OF DIRECTORS

James Foote shall be the initial member of the Board of Directors of this Corporation.

ARTICLE VI - OFFICERS

James Foote shall serve as President, Treasurer and Secretary of this Corporation.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are James H. Post and One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

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ARTICLE VIII - INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator are James Foote and 721 Pease Lane, West Islip, New York 11795.

ARTICLE X - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, after, amend, or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE XI - AMENDMENTS

This Corporation may amend, after, or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WITEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January 2023.

Incorporator

James Foote
James Foote
James Foote

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501. Florida Statutes, Foote Holdings, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

- 1. The name of the Corporation is Foote Holdings, Inc.
- 2. The name and address of the registered agent and office are James H. Post and One Independent Drive, Suite 3300, Jacksonville, Florida 32202.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, James H. Post hereby accepts the appointment as registered agent and agrees to act in this capacity. James H. Post further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.