

P23000005789

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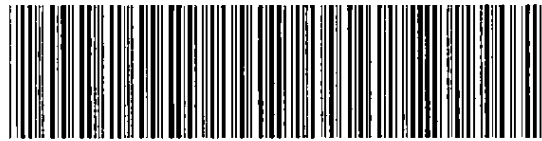
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S. CHATHAM
JAN 23 2023



FILED
STATE
OFFICE OF
CORPORATIONS
JAN 25 PM 4:47

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 408089 4301225

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : January 24, 2023

ORDER TIME : 8:42 AM

ORDER NO. : 408089-005

CUSTOMER NO: 4301225

DOMESTIC FILING

NAME: PBK HJA MERGER SUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland - EXT.

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
PBK HJA MERGER SUB, INC.**

STATE OF FLORIDA
DIVISION OF CORPORATE REGISTRATION
JAN 25 PM 4:47

In compliance with the requirements of the Florida Business Corporation Act (the "**FBCA**"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be PBK HJA Merger Sub, Inc. (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 2714 Dr. Martin Luther King Jr. Street N., St. Petersburg, Florida 33704.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is one (1), which shall be common stock with no par value.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays St. Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at that office is Corporation Service Company.

ARTICLE VI: INCORPORATOR

The name and street address of the Corporation's incorporator is: Eric J. An, 250 West 55th Street, New York, NY 10019.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of

the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Alexis Wind assistant vice president
Corporation Service Company

01/24/2023
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Eric J. An
Eric J. An

1/24/23
Date

SECRET
DIVISION OF CORPORATIONS
JAN 25 PM 4:07