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## FLORIDA PROFIT/NON PROFIT CORPORATION

### McClave Holdings, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
MCCLAVE HOLDINGS, INC.

The undersigned, acting as incorporator of McClave Holdings, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is McClave Holdings, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

2970 SW 50th Terrace  
Gainesville, Florida 32608

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Articles of Incorporation shall be effective as of July 7, 2023, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Contega Business Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1). The following individuals shall serve as

Prepared by:  
Contega Business Services, LLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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directors of the Corporation until their respective successors are duly appointed or elected and qualified pursuant to the applicable conditions, provisions and terms of the Bylaws, or until the earlier of such directors' respective death, removal or resignation:

James T. McClave  
2970 SW 50th Terrace  
Gainesville, Florida 32608

Thomas P. Rothrock  
2970 SW 50th Terrace  
Gainesville, Florida 32608

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Amber S. McClave	2970 SW 50th Terrace Gainesville, Florida 32608

#### ARTICLE IX - INDEMNIFICATION

The Corporation will indemnify each of its directors and officers and former directors and officers to the fullest extent permissible under applicable law. Except as prohibited by the Act, any director or officer will be entitled to indemnification by the Corporation in any action, suit or proceeding (including any appeal thereof) resulting from the fact that he or she is or was a director or officer of the Corporation or is or was serving at the Corporation's request as a director, officer, employee or agent of another corporation, joint venture, partnership, trust or other enterprise, if he or she acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the Corporation's best interests and, with respect to any criminal action or proceedings, had no reasonable cause to believe that her conduct was unlawful. The Corporation may, before final disposition of any action, suit or proceeding (including any appeal thereof), advance funds to pay for or reimburse expenses incurred in connection with such action, suit or proceeding by an individual who is a party thereto because he or she is or was a director or officer of the Corporation if the director or officer delivers to the Corporation a signed written undertaking to repay any funds advanced if (a) the director or officer is not entitled to mandatory indemnification under the Act and (b) it is ultimately determined that he or she has not met the relevant standard of conduct or is otherwise not entitled to indemnification under the Act, these Articles of Incorporation or the Corporation's bylaws.

#### ARTICLE X - JURISDICTION AND VENUE

Unless the Corporation consents in writing to the selection of an alternative forum or a federal court assumes exclusive jurisdiction, the federal and state courts sitting in the State of Florida shall be the sole and exclusive fora for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to its shareholders, (c) any action asserting a claim arising pursuant to any condition, provision or term of the Florida Business Corporation Act, these Articles of Incorporation or the Corporation's bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
Amber S. McClave, Incorporator

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
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### ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: July 3, 2023

CONTEGA BUSINESS SERVICES, LLC

By:   
William M. Hammill II, Executive Vice President

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