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FLORIDA PROFIT/NON PROFIT CORPORATION
JOGP, Inc.

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Corporate Filing Menu

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ARTICLES OF INCORPORATION OF JOGP, INC.

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 ("Articles").

ARTICLE I – NAME

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

ARTICLE II – PRINCIPAL OFFICE: ADDRESS

The principal office of the Corporation is 4532 W. Kennedy Blvd., Suite 481, Tampa, Florida 33609, and the mailing address of the Corporation is the same. The principal office and address of the Corporation may be changed from time to time by action of the board of directors of the Corporation (the "Board") or by an action approved by the majority of the stockholders of the Corporation that are entitled to vote.

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 – STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 100,000, consisting entirely of shares of common stock (the "Common Stock"). The stockholders do not have any preemptive rights, as the Corporation hereby elects that preemptive rights for stockholders shall not be established and that the provisions of Section 607.0630(2) of the FBCA shall not apply.

ARTICLE V – BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of its Board, and the directors need not be elected by written ballot unless required by the bylaws of the Corporation (each, a "Bylaw," and collectively, the "Bylaws"). The initial director shall be Joseph Orsino.

ARTICLE VI – LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

1. Limitation of Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal of this paragraph 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.

2. Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by 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 (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is 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 and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board. Any amendment, repeal or modification of this paragraph 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.

3. Insurance. By action of its Board, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board deems appropriate, to protect any director, officer, employee or agent of the Corporation, any director, officer, employee or agent of a subsidiary of the Corporation, and any person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) against any liability asserted against such person or incurred by such person in any such capacity or arising out of the person's status as such (including, without limitation, expenses, judgments, fines and amounts paid in settlement) to the fullest extent permitted by the FBCA as it exists on the date hereof or as it may hereafter be amended, and whether or not the Corporation would have the power or would be required to indemnify any such person under the terms of any agreement or Bylaw or the FBCA.

ARTICLE VII – AMENDMENTS

The Corporation shall have the right, subject to any express provisions or restrictions contained in these Articles or the Bylaws, from time to time, to amend, alter or repeal any provision of the Articles in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Articles or any amendment thereof are conferred subject to such right.

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ARTICLE VIII – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office in Florida is Chestnut Business Services, LLC, and the name of its initial registered agent is 401 E. Jackson St., Suite 3100, Tampa, Florida 33602. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with 607.0502, Florida Statutes.


ARTICLE IX – INCORPORATOR

The Corporation has authorized Joseph Orsino (the "Incorporator") to act as the incorporator for the Corporation in its domestication to a Florida corporation. The Incorporator's address is 4532 W. Kennedy Blvd., Suite 481, Tampa, Florida 33609.

ARTICLE X – NO ANTI-TAKEOVER LAW GOVERNANCE

The Corporation hereby elects that the following provisions of the FBCA shall not apply to the Corporation: Section 607.0901, or any laws related thereto, governing affiliated transactions; and Section 607.0902, or any laws related thereto, governing control-share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator executes the Corporation's articles of incorporation this 23rd day of October, 2023.



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Joseph Orsino

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as registered agent for JOGP, Inc. at the registered office designated in the articles of incorporation hereby agrees to act in that capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of and obligations under the laws of the State of Florida. The undersigned is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of October, 2023.

Chestnut Business Services, LLC,
a Florida limited liability company

Patrick Traber

Patrick Traber, Vice President

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