

P24000046888

(Requestor's Name)

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☐ PICK-UP

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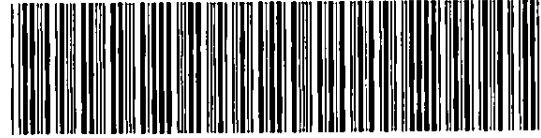
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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ALLAHASSEE, FL

AS

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 07/17/2024

****WALK IN****

ENTITY NAME MZ Investment Holdings, Inc.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

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TALLAHASSEE, FL

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Articles & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70

ACCOUNT #: 120160000072

S. R. M.

Please call Tina at the above number for any issues or concerns. Thank you so much!

**ARTICLES OF INCORPORATION
OF
MZ INVESTMENT HOLDINGS, 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.

ARTICLE I: NAME

The name of the corporation shall be: MZ Investment Holdings, Inc. (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 3230 West Commercial Blvd., Suite 100, Fort Lauderdale, FL 33309.

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: AUTHORIZED SHARES

a) Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Voting Common Stock" and "Non-Voting Common Stock." The total number of shares that the Corporation is authorized to issues is ninety (90) shares of Voting Common Stock, \$.01 par value, and ten (10) shares of Non-Voting Common Stock, \$.01 par value.

b) Voting Common Stock. Each holder of Voting Common Stock, as such, shall be entitled to one vote for each share of Voting Common Stock held of record by such holder on all matters on which shareholders generally are entitled to vote.

c) Non-Voting Common Stock. The holders of Non-Voting Common Stock, as such, shall have no voting power and shall not be entitled to vote on any matter except as otherwise required by law or as otherwise expressly provided for herein. Except as otherwise provided herein, Non-Voting Common Stock shall in all other respects carry the same rights and privileges as Voting Common Stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Voting Common Stock (including in any merger, consolidation, share exchange, reclassification or other similar transaction, as described below); provided that, if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend payable in shares of Voting Common Stock or Non-Voting Common Stock) the outstanding shares of Voting Common Stock or Non-Voting Common Stock, the outstanding shares of the other such class of stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share.

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d) Mergers, Etc. In the event of any merger, consolidation, share exchange, reclassification or other similar transaction in which the shares of Voting Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Non-Voting Common Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Voting Common Stock would be entitled to receive as a result of such transaction, provided that any securities issued with respect to the Non-Voting Common Stock shall be non-voting securities under the resulting corporation's organizational documents and the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Non-Voting Common Stock then outstanding) and take such actions necessary to ensure that holders of the Non-Voting Common Stock shall retain securities with substantially the same privileges, limitations and relative rights as the Non-Voting Common Stock. Subject to the foregoing, in the event the holders of Voting Common Stock are provided the right to convert or exchange Voting Common Stock for stock or securities, cash and/or any other property, then the holders of the Non-Voting Common Stock shall be provided the same right based upon the number of shares of Voting Common Stock such holders would be entitled to receive if such shares of Non-Voting Common Stock were converted into shares of Voting Common Stock immediately prior to such offering. In the event that the Corporation offers to repurchase shares of Voting Common Stock from its shareholders generally, the Corporation shall offer to repurchase Non-Voting Common Stock pro rata based upon the number of shares of Voting Common Stock such holders would be entitled to receive if such shares were converted into shares of Voting Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Voting Common Stock, the Corporation shall provide the holders of the Non-Voting Common Stock the right to participate based upon the number of shares of Voting Common Stock such holders would be entitled to receive if such shares were converted into shares of Voting Common Stock immediately prior to such offering; provided that any shares issued with respect to the Non-Voting Common Stock shall be issued in the form of Non-Voting Common Stock rather than Voting Common Stock.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3230 West Commerical Blvd., Suite 100, Fort Lauderdale, FL 33309. The name of the initial registered agent of the Corporation at that office is Ezekiel Kafuman.

ARTICLE VI: BOARD OF DIRECTORS

The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Name	Address
Ezekiel Kaufman	3230 West Commerical Blvd., Suite 100, Fort Lauderdale, FL 33309

ARTICLE VIII: BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the stockholders of Voting Common Stock, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders of Voting Common Stock if the stockholders of Voting Common Stock specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX: AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on stockholders of Voting Common Stock are subject to this reservation. Every amendment shall be approved by the board of directors, proposed by them to the stockholders of Voting Common Stock, and approved at a stockholders' meeting by the holders of a majority of the shares of Voting Common Stock entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

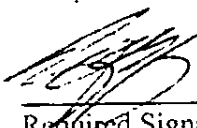
The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, 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.

[Signatures follow on next pages]

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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 obligations as registered agent and agree to act in this capacity.


Ezriel Kaufman
Required Signature/Registered Agent

July 17, 2024
Date

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