

P24000046896

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

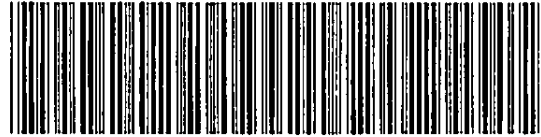
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100433210571

S. CHATHAM
JUL 16 2024



RECEIVED

2024 JUL 16 PM 3:04

FLORIDA

MS



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Amanda Miller
Ext:
Date: 07/16/24
Order #: 1555640-1
Re: MAGAYA MERGER SUB, INC.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.00 - FL State Account Number:

I20000000195

auth

A handwritten signature in black ink, appearing to read 'Amanda Miller', is written over the word 'auth'.

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 10, 2024

CSC-TALLAHASSEE

The name MAGAYA MERGER SUB, INC. has been reserved for 120 days beginning July 9, 2024. The reservation number is R24000000154 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (850) 488-9000, the Name Availability Section

Genesis R Kersey

Letter number: 124A00014869

Account number: I20000000195

Amount charged: 35.00

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MAGAYA MERGER SUB, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Nadine Bethune c/o Kirkland & Ellis LLP
Name (Printed or typed)

601 Lexington Avenue
Address

New Yor, NY 10022
City, State & Zip

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: MAGAYA MERGER SUB, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address
7950 NW 53rd Street, Suite 300
Miami, FL 33166

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The purpose of the Corporation is to engage in any lawful act, as permitted under the laws of the United States and the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is: 100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Gary Nemmers, Director

Address 7950 NW 53rd Street, Suite 300
Miami, FL 33166

Name and Title: Eric Ingram, Director

Address: 7950 NW 53rd Street, Suite 300
Miami, FL 33166

Name and Title: Gary Nemmers, Chief Executive Officer

Address 7950 NW 53rd Street, Suite 300
Miami, FL 33166

Name and Title: Eric Ingram, Chief Financial Officer

Address: 7950 NW 53rd Street, Suite 300
Miami, FL 33166

Name and Title: _____

Address _____

Name and Title: _____

Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: CT Corporation System _____

Address: 1200 South Pine Island Road _____

Plantation, FL 33324 _____

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Nadine Bethune c/o Kirkland & Ellis LLP _____

Address: 601 Lexington Avenue _____

New York, NY 10022 _____

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Matt Ruiz
Required Signature/Registered Agent

7/15/2024
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature/Incorporator

7/15/2024
Date

Name and Title _____ Name and Title: _____
Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: CT Corporation System
Address: 1200 South Pine Island Road
Plantation, FL 33324

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Name: Nadine Bethune c/o Kirkland & Ellis LLP
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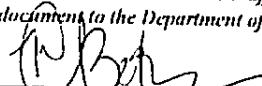
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Required Signature/Registered Agent

Date

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Required Signature/Incorporator

7/15/2024

Date