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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DEMONT INSURANCE AGENCY, INC.**

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ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
DEMONT INSURANCE AGENCY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- A. The name of the company is Demont Insurance Agency, Inc. (the "Corporation").
- B. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on December 30, 1993, effective on January 1, 1994, and amended on March 22, 2013.
- C. The sole shareholder of the Corporation approved an amendment to the Articles of Incorporation on August 1, 2024, to amend Article I of the Articles of Incorporation to read as follows:

"ARTICLE I - NAME

The name of this corporation shall be GND Holdings, Inc."

- D. The sole shareholder of the Corporation approved an amendment to the Articles of Incorporation on August 1, 2024, to add a new Article XI to the Articles of Incorporation to read as follows:

"ARTICLE XI - TRANSFERS

1. **Addition of Shareholders.** Notwithstanding anything herein to the contrary, except as otherwise expressly provided in this **Article XI**, for so long as this corporation holds an equity interest in OneDigital Management Holdings LLC, a Delaware limited liability company ("**OD Management**"), or OneDigital Topco LLC, a Delaware limited liability company (or any successor or assignee thereto) ("**OD Topco**" together with OD Management, "**OneDigital**"), or any derivative, contingent, or other rights related to such equity interest (each such interest or right, a "**OneDigital Interest**"), no person shall be admitted as a shareholder of this corporation without the prior written consent of OneDigital.
2. **Restrictions on Transfers.** Notwithstanding anything herein to the contrary, for so long as this corporation holds an equity interest in OneDigital or any OneDigital Interest, no shareholder may, directly or indirectly (including by issuing any equity interests), sell, exchange, assign, pledge, hypothecate, gift or otherwise transfer, dispose of or encumber any shares or any legal, economic or beneficial interest in any shares of this corporation (in each case, whether held in his/her/its own right or by his/her/its representative and whether voluntary or involuntary or by operation of law) without the consent of OneDigital other than to a member of such shareholder's "Family Group" as provided in that certain Amended and Restated Limited Liability

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Company Agreement of OD Management, dated as of November 16, 2020, subject to the satisfaction of each of the conditions therein. Any purported transfer of any shares or any legal, economic or beneficial interest in any shares of this corporation in violation of the restrictions set for in this **Article XI** shall be null and void.

3. **Amendments and Waivers.** Notwithstanding anything herein to the contrary, any amendment, modification, supplement, restatement or waiver of any provision hereof that would affect this **Article XI** (collectively, the "**Protective Provisions**") shall require the prior written consent of OneDigital.
4. **Third-Party Rights.** OneDigital shall be a third-party beneficiary of these Articles of Incorporation, solely for the purposes of the enforcement of the Protective Provisions."

E. There are no other amendments to the Articles of Incorporation, except as stated above.

F. The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be signed in its name by its President this 1st day of August, 2024.

DEMONT INSURANCE AGENCY, INC.

By: 

Name: Graham N. Demont

Title: President

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